MARVEL MASTERWORKS®

BY STAN LEE & JOHN ROMITA

MARVEL

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MARVEL

COLLECTING *THE AMAZING SPIDER-MAN* #51-61 & *ANNUAL* #4

MARVEL MASTERWORKS®

BY STAN LEE & JOHN ROMITA

MARVEL

the AMAZING SPIDER-MAN™
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
51 AUG
"IN THE CLUTCHES OF.. The KINGPIN!"

THE AMAZING SPIDER-MAN!
"IN THE CLUTCHES OF..."
THE KINGPIN!
AT LAST!!
WITH SPIDER-MAN GONE, THE CITY IS MINE!
HAVE YOU EVER ATTENDED AN UNDERWORLD SUMMIT MEETING! NO? THEN C'MON, TIGER... WE'RE JUST IN TIME...!
WHAT'S THAT? THE CITY HIS? NOT IF STAN LEE and JOHN ROMITA CAN DO ANYTHING ABOUT IT!
AND THAT GOES FOR MICKEY DEMEO, INKER, AND SAM ROSEN, LETTERER, AS WELL!

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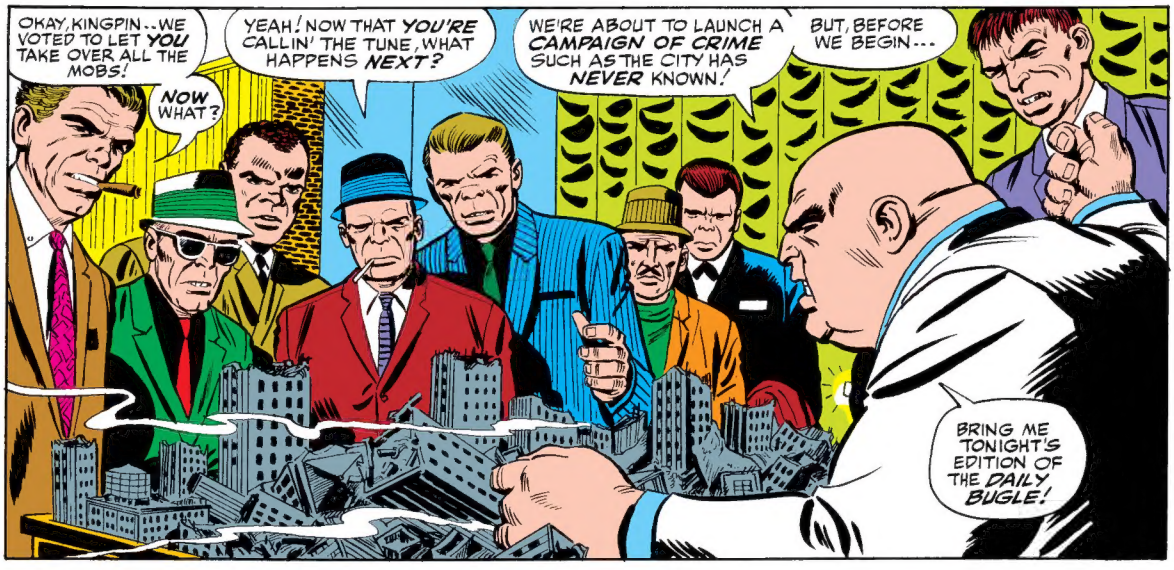
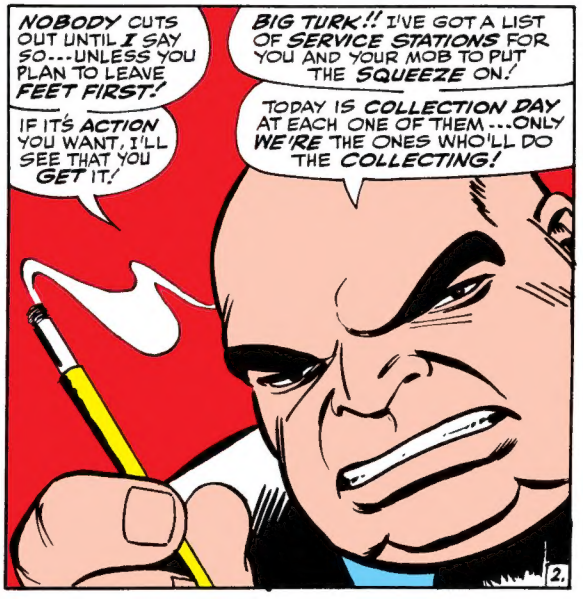
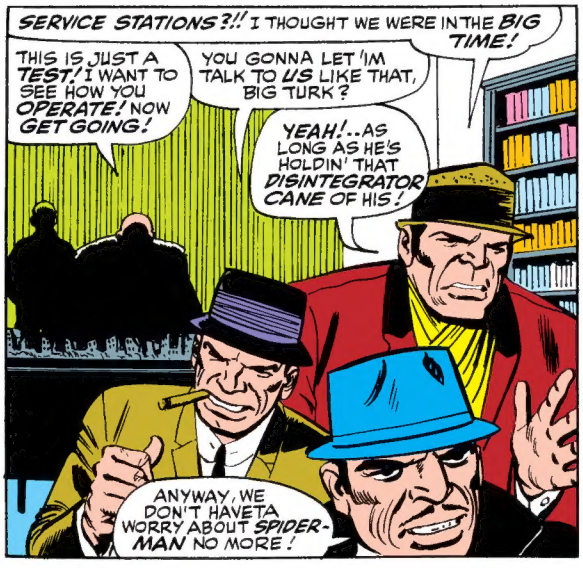

OKAY, KINGPIN--WE VOTED TO LET YOU TAKE OVER ALL THE MOBS!
NOW WHAT?
YEAH! NOW THAT YOU'RE CALLIN' THE TUNE, WHAT HAPPENS NEXT?
WE'RE ABOUT TO LAUNCH A CAMPAIGN OF CRIME SUCH AS THE CITY HAS NEVER KNOWN!
BUT, BEFORE WE BEGIN...
BRING ME TONIGHT'S EDITION OF THE DAILY BUGLE!

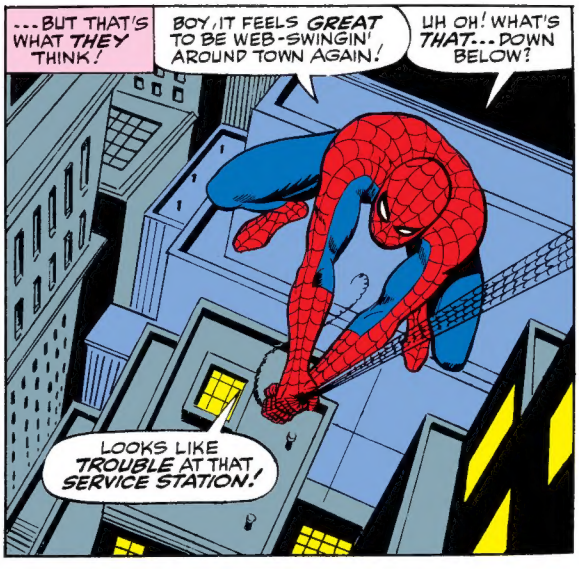
JONAH JAMESON SUSPECTS THAT SOMETHING IS IN THE WIND!
IF HE KEEPS RUNNING THESE HEADLINES AND EDITORIALS, SOMEONE IS LIABLE TO FIGURE OUT WHAT WE'RE UP TO!
AND THAT MEANS... JAMESON MUST BE SILENCED!
DAILY BUG
UNDERWORLD TAKEOVER RUMORED!
AN EDITORIAL BY J. JONAH JAMESON PUBLISHER

YOU WANT ME TO GET SOME OF THE BOYS TOGETHER, KINGPIN?
NOT YET! PERHAPS THERE'S A BETTER WAY!
FIRST, WE'LL GIVE JAMESON A CHANCE... WE'LL MAKE HIM AN OFFER... TO PLAY BALL WITH US!
AND WHAT IF HE REFUSES?
THEN THE BUGLE GETS ITSELF A NEW PUBLISHER!
RIPPP!

BLINKER! TAKE A FEW OF YOUR MEN AND GO GET JAMESON!
BUT NO SLIP-UPS! TAKE YOUR TIME... WAIT FOR THE RIGHT MOMENT!
THE REST OF YOU STAY HERE! I'VE OTHER JOBS LINED UP AND WAITING!
IT'LL BE A BREEZE, KINGPIN!
THEN BRING HIM HERE TO ME!
THEN HOW ABOUT FILLIN' US IN SO WE KNOW WHERE WE STAND?
OKAY, YOU GUYS... LET'S GO!
YEAH! WE'RE GETTIN' KINDA EDGY JUST HANGIN' AROUND 'N WAITIN'!
WE WANT SOME ACTION... OR WE CUT OUT!

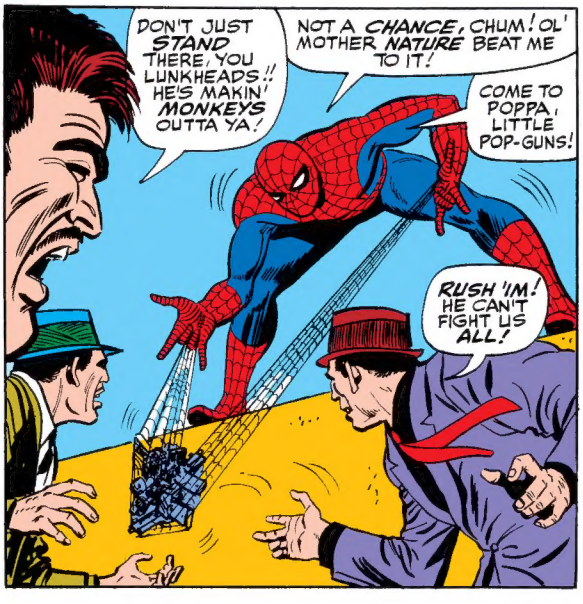

NOBODY CUTS OUT UNTIL I SAY SO--UNLESS YOU PLAN TO LEAVE FEET FIRST!
IF IT'S ACTION YOU WANT, I'LL SEE THAT YOU GET IT!
BIG TURK!! I'VE GOT A LIST OF SERVICE STATIONS FOR YOU AND YOUR MOB TO PUT THE SQUEEZE ON!
TODAY IS COLLECTION DAY AT EACH ONE OF THEM--ONLY WE'RE THE ONES WHO'LL DO THE COLLECTING!
2.


SERVICE STATIONS?!! I THOUGHT WE WERE IN THE BIG TIME!
THIS IS JUST A TEST! I WANT TO SEE HOW YOU OPERATE! NOW GET GOING!
YOU GONNA LET 'IM TALK TO US LIKE THAT, BIG TURK?
YEAH!..AS LONG AS HE'S HOLDIN' THAT DISINTEGRATOR CANE OF HIS!
ANYWAY, WE DON'T HAVETA WORRY ABOUT SPIDER-MAN NO MORE!


...BUT THAT'S WHAT THEY THINK!
BOY, IT FEELS GREAT TO BE WEB-SWINGIN' AROUND TOWN AGAIN!
UH OH! WHAT'S THAT... DOWN BELOW?
LOOKS LIKE TROUBLE AT THAT SERVICE STATION!

THWIP!
OKAY, I GOT THE TAKE IN THIS BRIEFCASE! NOW LET'S... HEY!!
SOMETHIN' PULLED IT.. OUTTA MY HAND!
IT'S A HUNKA WEBBING!
MUST BE-- SPIDER-MAN!

AWWW... ONE OF YOU MUSTA PEEKED!
CAN I BORROW THOSE GUNS, FELLAS?
THANKS A HEAP!


DON'T JUST STAND THERE, YOU LUNKHEADS!! HE'S MAKIN' MONKEYS OUTTA YA!
NOT A CHANCE, CHUM! OL' MOTHER NATURE BEAT ME TO IT!
COME TO POPPA, LITTLE POP-GUNS!
RUSH 'IM! HE CAN'T FIGHT US ALL!

FIGHT YOU?? OH, PERISH FORBID!!
I THOUGHT THIS WAS A MEETING OF THE SPIDER-MAN FAN CLUB---!
AND I JUST WANTED IN!
HOK!
3.

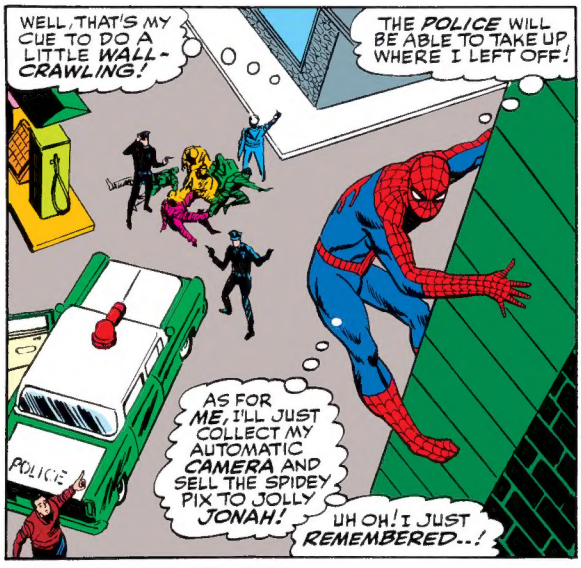
HEY, BIG TURK--- I DON'T GET IT!
THE KINGPIN, EH? I'LL HAVE TO REMEMBER THAT NAME!
STOW THE QUESTIONS, YOU GUYS!
THE KINGPIN SAID THIS WEBHEAD WAS DEAD---OR SOMETHIN'!!
FIRST, LET'S POLISH OFF THE MASKED WISEGUY!
WHAT'S HE TRYIN' TO DO---PULL A FAST ONE?
HURRY, WILLYA? I CAN'T HOLD 'IM!

CORRECTION, BUTTERBALL!! I THOUGHT I WAS HOLDING YOU!
FORGET IT, FREAK! IT AIN'T GONNA MATTER NO MORE!
ONCE I LETCHA HAVE ONE SOLID KARATE CHOP, IT'LL BE ALL OVER!
SO JUST HOLD THAT POSE MISTER--- HERE IT COMES!

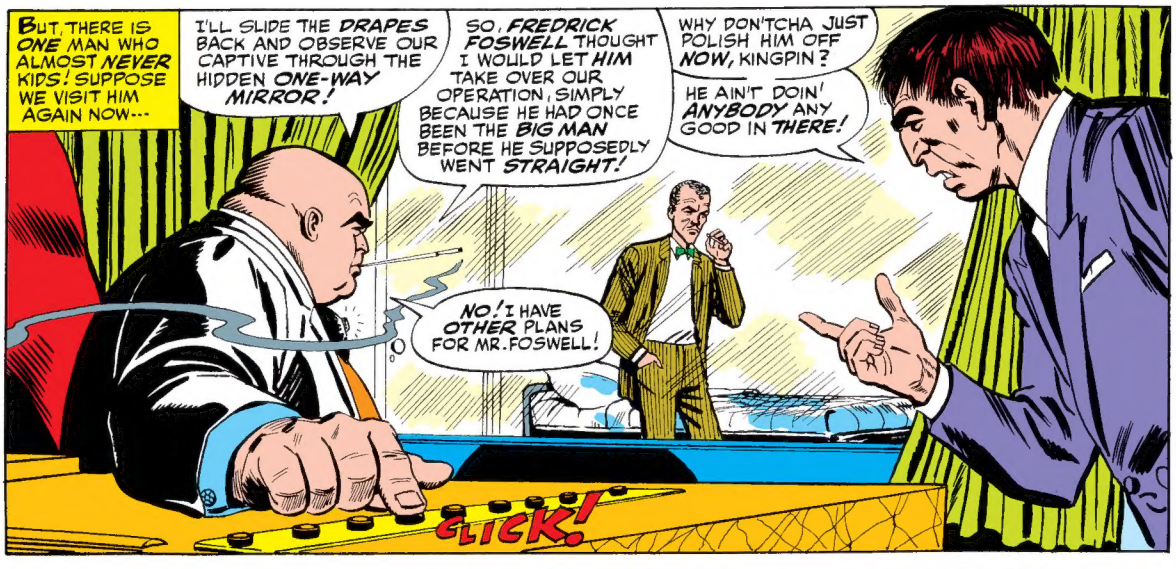
HAH! THE FAMOUS SPIDER-MAN!! BIG DEAL!
HE'LL NEVER WANNA TANGLE WITH BIG TURK AGAIN--THAT'S FOR SURE!
I DON'T GET IT! I THOUGHT HE WAS A DOZEN TIMES STRONGER THAN ANY ORDINARY JOE!
HOW COME YA KNOCKED 'IM OUT WITH ONE BLOW?

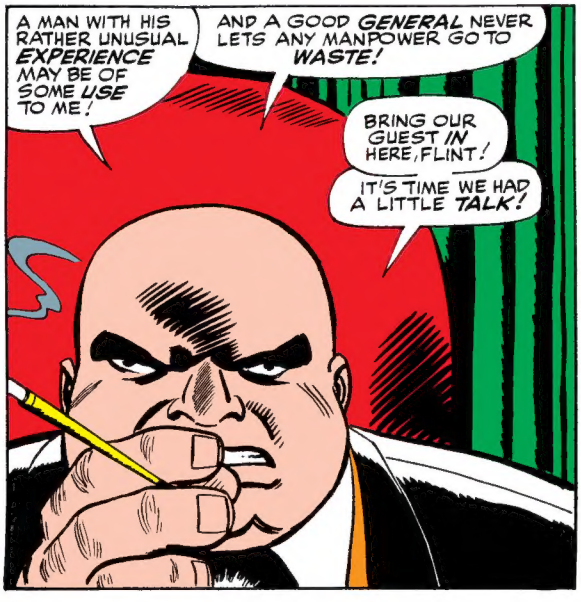
HE DIDN'T, CHARLIE!
I HAD A KING-SIZED ITCH BACK THERE, AND I FIGURED IF I WAITED LONG ENOUGH, ONE OF YOU PUSSYCATS WOULD SCRATCH IT FOR ME!
BZOK!
4

AND NOW, I'LL BE GLAD TO RETURN THE FAVOR--- IN SPADES!
SAY! I JUST THOUGHT OF SOMETHING..
I SURE HOPE YOU CHAPS DIDN'T EAT HEAVY MEALS LATELY!
BOP!
ZOT!
C'MON, SHORTY--- GIVE 'ER THE GUN! LET'S GET OUTTA HERE!
SURE, BIG TURK!
BUT, WHAT ABOUT THE REST OF THE GUYS?
BESIDES, WE GOTTA TELL THE KINGPIN WHAT WE'RE UP AGAINST!
WHO CARES? THERE'S ALWAYS MORE WHERE THEY CAME FROM!
THE ONE CALLED BIG TURK IS MAKING HIS GETAWAY!
LOOKS LIKE I'M JUST STUCK WITH THE LEFTOVERS!
WELL, I DID MANAGE TO BREAK UP THEIR LITTLE ROBBERY..!
AND NOW IT'S TIME FOR OUR MOMENT OF TRUTH!
Stop AND Save
BANK
VROOOOMMM
OKAY, KIDDIES--THE PARTY'S OVER--- SO BACK TO YOUR PLAYPENS!
WE'RE GONNA PLAY SCHOOL NOW--- AND YOUR OLD UNCLE SPIDEY WILL BE THE TEACHER!
WE'LL START WITH A LITTLE TEST.. AND YOU BETTER KNOW THE ANSWERS!
WHEEEEEEEEEEEE
SIRENS! THE POLICE!
POLICE
NOW---WHO AND WHAT--IS THE KINGPIN?!!
IF ONLY THEY'D WAITED A FEW MORE MINUTES!!
5

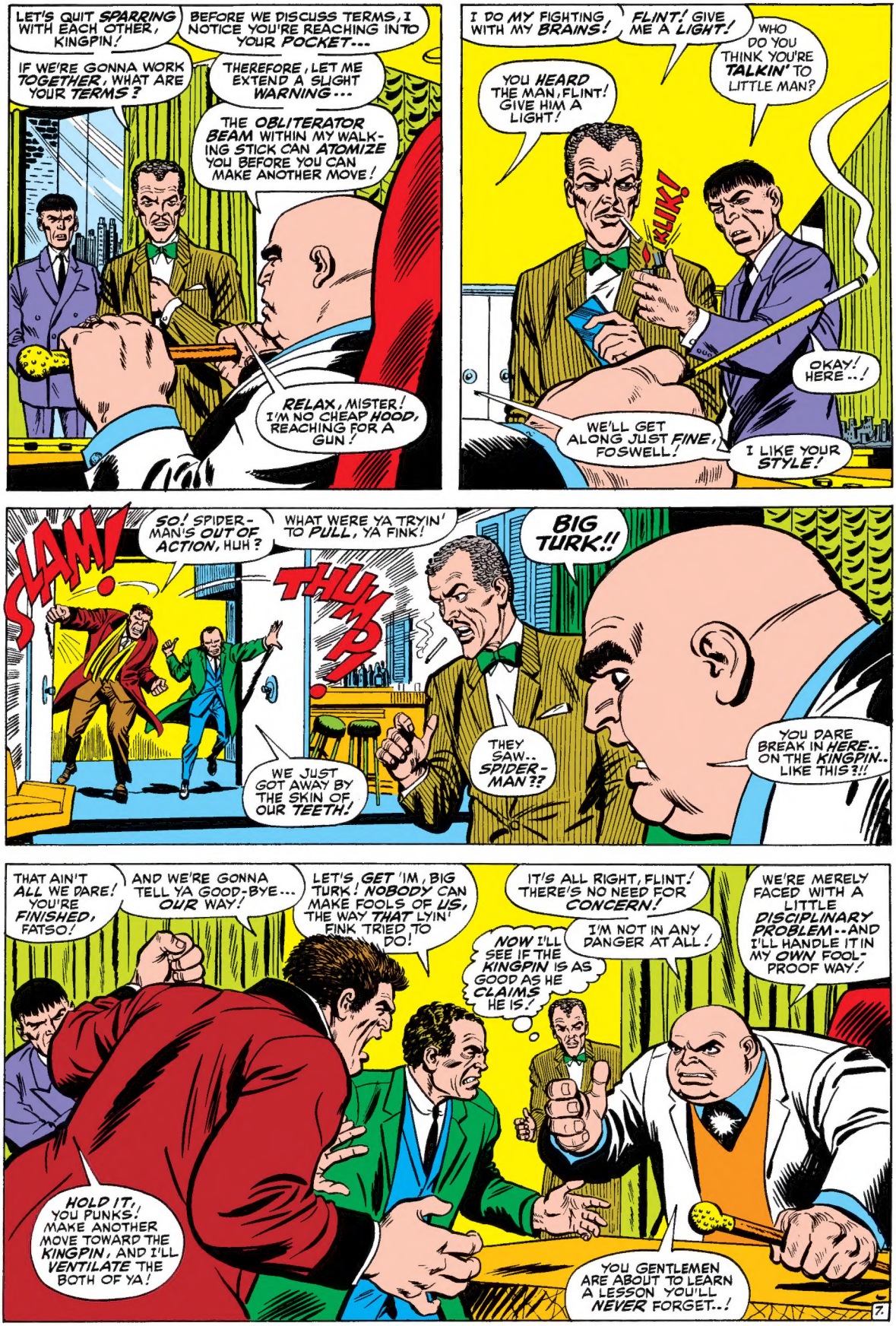

WELL, THAT'S MY CUE TO DO A LITTLE WALL-CRAWLING!
THE POLICE WILL BE ABLE TO TAKE UP WHERE I LEFT OFF!
POLICE
AS FOR ME, I'LL JUST COLLECT MY AUTOMATIC CAMERA AND SELL THE SPIDEY PIX TO JOLLY JONAH!
UH OH! I JUST REMEMBERED..!

WHEN I THOUGHT I WAS FINISHED WITH THE SPIDER-MAN BIT, I TOLD JAMESON WHERE TO GET OFF!
NOW I'VE GOTTA SWALLOW MY PRIDE, AND CONVINCE HIM I WAS--ULP..ONLY KIDDING!


BUT, THERE IS ONE MAN WHO ALMOST NEVER KIDS! SUPPOSE WE VISIT HIM AGAIN NOW---
I'LL SLIDE THE DRAPES BACK AND OBSERVE OUR CAPTIVE THROUGH THE HIDDEN ONE-WAY MIRROR!
SO, FREDRICK FOSWELL THOUGHT I WOULD LET HIM TAKE OVER OUR OPERATION, SIMPLY BECAUSE HE HAD ONCE BEEN THE BIG MAN BEFORE HE SUPPOSEDLY WENT STRAIGHT!
WHY DON'TCHA JUST POLISH HIM OFF NOW, KINGPIN?
HE AIN'T DOIN' ANYBODY ANY GOOD IN THERE!
NO! I HAVE OTHER PLANS FOR MR. FOSWELL!
CLICK!


A MAN WITH HIS RATHER UNUSUAL EXPERIENCE MAY BE OF SOME USE TO ME!
AND A GOOD GENERAL NEVER LETS ANY MANPOWER GO TO WASTE!
BRING OUR GUEST IN HERE, FLINT!
IT'S TIME WE HAD A LITTLE TALK!

AND SO...
I THOUGHT YOU'D REALIZE YOU NEEDED ME, KINGPIN!
INDEED? WHAT MADE YOU SO SURE?
BECAUSE NOBODY'S EVER BEEN ABLE TO TAKE OVER ALL THE MOBS BEFORE--- EXCEPT ME!
I KNOW HOW HARD IT IS TO KEEP THEM ALL IN LINE!
YOU'D BE A FOOL TO PASS UP ANY HELP YOU CAN GET!
AND THERE IS ONE THING WE BOTH KNOW---
THE KINGPIN IS NOT A FOOL!
6


LET'S QUIT SPARRING WITH EACH OTHER, KINGPIN!
BEFORE WE DISCUSS TERMS, I NOTICE YOU'RE REACHING INTO YOUR POCKET---
IF WE'RE GONNA WORK TOGETHER, WHAT ARE YOUR TERMS?
THEREFORE, LET ME EXTEND A SLIGHT WARNING---
THE OBLITERATOR BEAM WITHIN MY WALKING STICK CAN ATOMIZE YOU BEFORE YOU CAN MAKE ANOTHER MOVE!
RELAX, MISTER! I'M NO CHEAP HOOD, REACHING FOR A GUN!
I DO MY FIGHTING WITH MY BRAINS!
FLINT! GIVE ME A LIGHT!
WHO DO YOU THINK YOU'RE TALKIN' TO LITTLE MAN?
YOU HEARD THE MAN, FLINT! GIVE HIM A LIGHT!
KLIK!
OKAY! HERE--!
WE'LL GET ALONG JUST FINE, FOSWELL!
I LIKE YOUR STYLE!
SLAM!
SO! SPIDER-MAN'S OUT OF ACTION, HUH?
WHAT WERE YA TRYIN' TO PULL, YA FINK!
THUMP!
BIG TURK!!
WE JUST GOT AWAY BY THE SKIN OF OUR TEETH!
THEY SAW.. SPIDER-MAN??
YOU DARE BREAK IN HERE.. ON THE KINGPIN.. LIKE THIS?!!
THAT AIN'T ALL WE DARE! YOU'RE FINISHED, FATSO!
AND WE'RE GONNA TELL YA GOOD-BYE--- OUR WAY!
LET'S GET 'IM, BIG TURK! NOBODY CAN MAKE FOOLS OF US, THE WAY THAT LYIN' FINK TRIED TO DO!
HOLD IT, YOU PUNKS! MAKE ANOTHER MOVE TOWARD THE KINGPIN, AND I'LL VENTILATE THE BOTH OF YA!
IT'S ALL RIGHT, FLINT! THERE'S NO NEED FOR CONCERN!
I'M NOT IN ANY DANGER AT ALL!
NOW I'LL SEE IF THE KINGPIN IS AS GOOD AS HE CLAIMS HE IS!
WE'RE MERELY FACED WITH A LITTLE DISCIPLINARY PROBLEM--AND I'LL HANDLE IT IN MY OWN FOOL-PROOF WAY!
YOU GENTLEMEN ARE ABOUT TO LEARN A LESSON YOU'LL NEVER FORGET--!
7

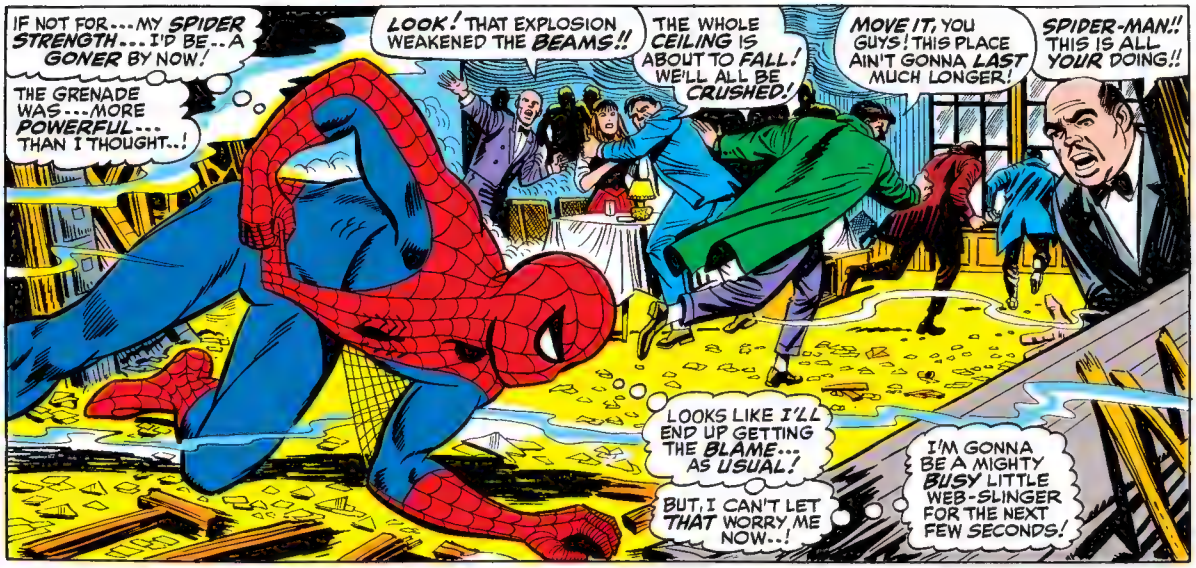
TALK IS CHEAP, FAT MAN!
THANKS FER HOLDIN' BACK YER STOOGE--- NOW I'LL SHUT 'IM UP BUT GOOD!
AND THEN I'LL BOUNCE YOU ALL OVER THE PLACE--- LIKE A HUNKA BLUBBER!
DON'T TURN YER BACK TO 'IM, TURK---
THOK!
HE'S STILL GOT THAT CRUMMY CANE OF HIS!
YOU NEED NOT TROUBLE YOURSELVES ABOUT MY CANE, GENTLEMEN--!
THAT'S ONLY FOR SERIOUS PROBLEMS!
BUT NOW, I WILL NOT DENY MYSELF THE PLEASURE OF HUMBLING YOU WITH MY BARE HANDS!
BARE HANDS?!!
SINCE WHEN CAN A TALKIN' TUB OF JELLO DO ANY--- HEY!!
MY FIST!! IT FEELS LIKE--IT'S CAUGHT IN--- SOME KINDA STEEL VISE--!!
ZUP!
HOW CAN ANYONE THAT SIZE... MOVE SO FAST..??
DID IT NEVER OCCUR TO YOU TO WONDER HOW I BECAME THE UNDISPUTED LORD OF THE UNDERWORLD?
DID YOU NEVER SUSPECT THAT YOU MIGHT BE MISTAKEN?
---THAT YOU MIGHT BE CONFUSING SOLID MUSCLE FOR MERE FAT?
MY FINGERS!!
YER SQUEEZIN' 'EM--LIKE THEY'RE NUTHIN'!
LEGGO! I GIVE UP!! HONEST--YOU-- YOU GOTTA LEGGO--!!
YOU SPINELESS FOOL! AFTER ALL YOUR BIG TALK--- YOUR ILL-CONCEIVED THREATS--- YOU'RE JUST LIKE ALL THE OTHERS---
WHEN YOU FINALLY FACE THE INCOMPREHENSIBLE POWER OF THE KINGPIN, YOU BECOME A HELPLESS, SNIVELLING COWARD!
8

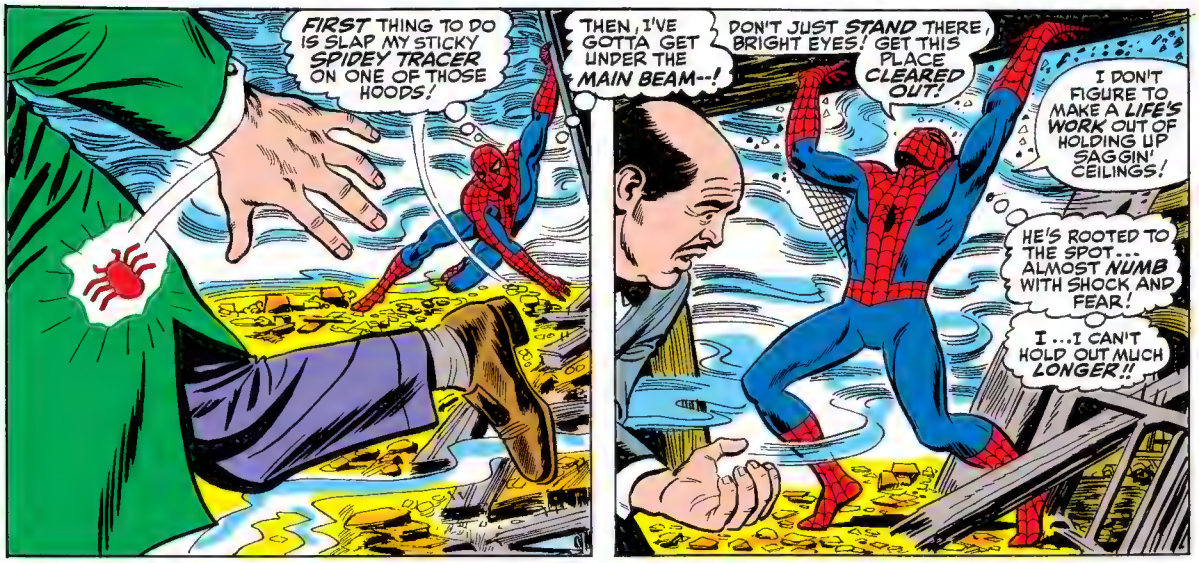
BIG TURK IS THE STRONGEST--- THE TOUGHEST MOB LEADER IN THE EAST!
YET, THE KINGPIN TOSSED HIM LIKE A RAG DOLL!
LOOK AT HIM STANDING THERE--- HE'S NOT EVEN WINDED!
HE'S FAR MORE POWERFUL ---MORE DANGEROUS.. THAN I EVER SUSPECTED!
WITH HIS MONEY--HIS OBLITERATOR CANE... AND HIS OWN STRENGTH-- HE DOESN'T HAVE TO FEAR ANYONE!
THE LESSON IS ENDED! ON YOUR FEET, YOU CRINGING CARRION!
SURE, KINGPIN-- SURE! ANYTHING YOU SAY..!
GET BACK TO YOUR RAT-HOLES--- BOTH OF YOU!
YOU WILL WAIT TILL I NEXT SEND FOR YOU---AND, WHEN I DO---YOU'LL COME RUNNING!
NEVER, AS LONG AS YOU LIVE, WILL YOU FORGET THAT THE KINGPIN IS YOUR MASTER!
YOU CAN SAY THAT AGAIN!
NOW GET OUT! THE VERY SIGHT OF YOU IS OFFENSIVE TO ME!
C'MON, TURK! DON'T MAKE 'IM TELL US TWICE!
SO! SPIDER-MAN IS BACK IN ACTION, IS HE?
BUT NOW, I MUST FIND A USE FOR YOU, FOSWELL!
I HAVE IT! YOU'RE THE MEANS BY WHICH I'LL SILENCE JONAH JAMESON--FOREVER!
WELL, HE SHALL LIVE TO REGRET IT!
WHAT--DO YOU HAVE.. IN MIND?
AND, EVEN AS THE UNBELIEVABLY POWERFUL KINGPIN SPEAKS---
RUMORS! RUMORS! RUMORS! BUT NO BLASTED NEWS!!
THE CITY'S IN THE GRIP OF ITS BIGGEST CRIME WAVE, AND NO ONE CAN FIND OUT WHO'S BEHIND IT!
AND WHERE IN BLAZES IS FOSWELL WHEN I NEED 'IM??
SUPPOSE WE REPLACE HIM WITH NED LEEDS?
YOU CAN REPLACE 'IM WITH DONALD DUCK, JUST SO'S I GET A STORY!!
SECONDS LATER---
I HEARD YOU WANTED ME, MR. JAMESON!
YOU'RE ROOTIN'-TOOTIN' RIGHT I WANT YOU! I WANT YOU TO GET THE FACTS BEHIND THE CRIME WAVE!
BUT, I'VE BEEN WORKING ON IT--- NIGHT AND DAY--- FOR THE PAST WEEK! THERE JUST AREN'T ANY LEADS!
THEN WORK ON IT NIGHT AND DAY FOR ANOTHER WEEK! I WANT RESULTS.. NOT EXCUSES!
AND FIND ME A PHOTOGRAPHER--TO REPLACE THAT PUNK KID PARKER!
YOU DON'T HAVE TO REPLACE ME, MR. JAMESON--
I'M BACK!
YOU!
WADDAYA MEAN YOU'RE BACK? WHO WANTS YOU? WHO MISSED YOU? WHO NEEDS YOU??
THE TEENAGE TRAITOR WHO WALKED OUT ON ME WHEN I NEEDED YOU MOST!
JAMES
WE DO, MR. J! YOU JUST SAID SO--REMEMBER?
HE'LL PROBABLY BLOW A GASKET--- BUT I'VE GOTTA TAKE IT!
SHUDDUP, LEEDS! NEVER MIND WHAT I SAID!
GET IN HERE, PARKER! I'VE GOT SOMETHIN' TO SAY TO YOU--!!

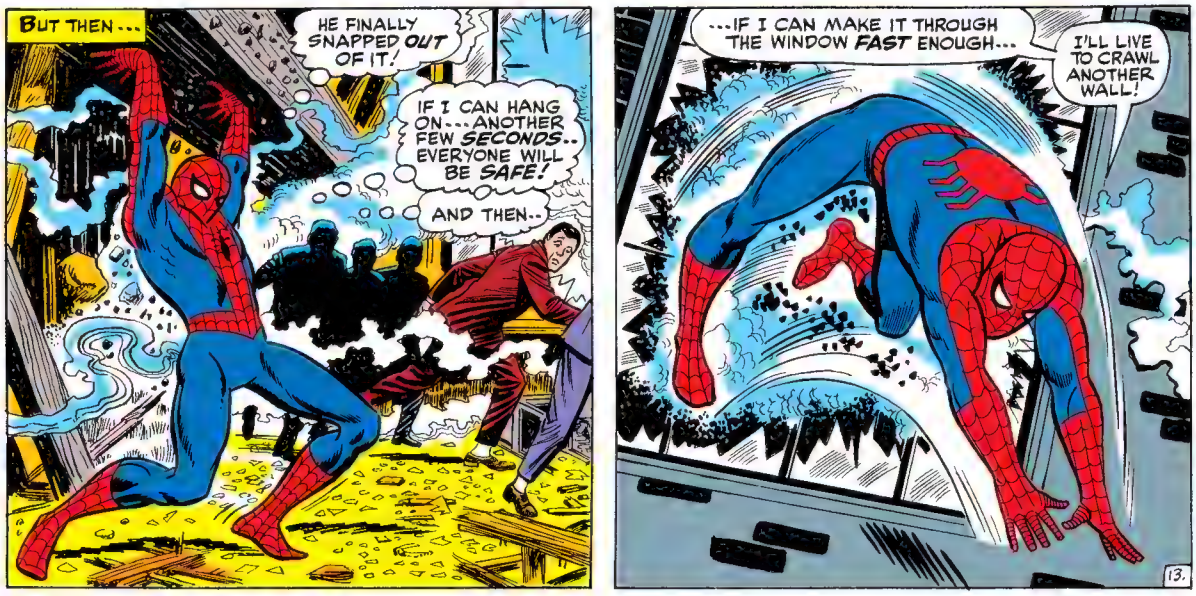
I WOULDN'T TAKE YOU BACK ON A BET!
YOU'VE BEEN A THORN IN MY SIDE SINCE THE DAY YOU FIRST CAME HERE!
NOW GOWAN--GET OUT! GO PEDDLE YOUR PAPERS SOMEWHERE ELSE! YOU'RE THROUGH HERE!
I THINK YOU'RE TRYING TO TELL ME SOMETHING!
WELL, IN THAT CASE YOU WON'T WANT THESE LATEST PICTURES I TOOK--OF SPIDER-MAN!
WHA..? YOU'VE GOT NEW PICTURES OF THAT WALL-CRAWLING WEASEL ??!
THAT'S RIGHT! BUT DON'T WORRY ABOUT ME, J.J.!
I'M SURE I CAN SELL THEM SOMEWHERE ELSE!
HOLD IT, YOU SILLY BOY! CAN'TCHA TAKE A JOKE?
LET'S SEE THEM!
SAY! NOT BAD! NOT BAD AT ALL! SO HE IS BACK IN ACTION AGAIN, EH?
THIS IS YOUR LUCKY DAY, PARKER! I'VE DECIDED TO FORGIVE YOU AND TAKE YOU BACK!
NO WONDER THEY CALL YOU SANTA!
BUT THAT DOESN'T MEAN THIS IS A HANGOUT FOR LOAFERS!!
LEEDS, GET TO WORK! MISS BRANT, FINISH YOUR FILING! AND PARKER... GET ME MORE PICTURES!
GLAD YOU'RE AS LOVEABLE AS EVER, JJ!
AND SOMEONE FIND FOSWELL FOR ME, BLAST IT!
SO FRED FOSWELL'S MISSING, EH?
HE'S JONAH'S STAR REPORTER! WONDER WHAT COULD HAVE HAPPENED TO HIM?
WELL, NO TIME TO WORRY ABOUT THAT NOW--I'VE STILL GOT TO LEARN MORE ABOUT THE KINGPIN!
BUT, WHERE DO I BEGIN?
I'M PRETTY DARN SURE HE WON'T BE LISTED IN THE PHONE BOOK!
LOOK! THERE'S PETER PARKER!
HE'S PASSING RIGHT BY...WITHOUT EVEN LOOKING IN!
I'LL JUST KEEP RIDING AROUND...
I MAY GET LUCKY AND STUMBLE ONTO SOMETHING!
...AND JUST WHEN I COULD HAVE USED THOSE WAY-OUT WHEELS OF HIS FOR A LUSCIOUS LIFT HOME!
THAT'S THE BREAKS, MJ! BUT DON'T DESPAIR--HARRY AND I CAN DROP YOU OFF WHEN WE LEAVE!
I KNOW WHY YOU'RE SMILING, GWEN! IT BUGS YOU WHEN I'M ALONE WITH PETEY... DOESN'T IT?
IN CASE YOU HAVEN'T NOTICED, LADY--GWEN IS MY DATE!
SURE, BECAUSE MR. P. DIDN'T ASK HER FIRST!
GOOD OL' MARY JANE! ANYTHING FOR A LAUGH, EH?
DO YOU THINK I'M BEING FUNNY, GWENDOLYNE?
I THINK--PERHAPS IT'S TIME WE WERE GETTING HOME!

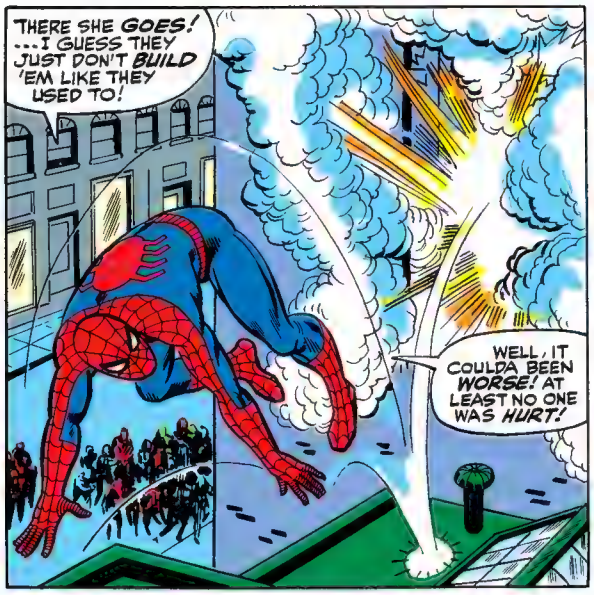
AND, IT'S TIME WE WERE BRACING FOR NEW ACTION--!
WHY IS MY SPIDEY SENSE TINGLING? ALL I SEE ARE FOUR MEN, ENTERING THAT SWANKY PRIVATE CLUB--!
BUT, I BETTER PARK MY BIKE AND GET INTO COSTUME--- JUST IN CASE!
NOTHING SEEMS TO BE WRONG! AND YET---
I CAN'T AFFORD TO TAKE ANY CHANCES! MY LITTLE BUILT-IN BUZZER HASN'T EVER FAILED ME YET!
UH OH! I WAS RIGHT!
WHILE NOBODY ELSE IS NOTICING, THOSE FOUR GOONS HAVE THE MANAGER OFF IN A CORNER---
AND I CAN TELL--- EVEN FROM HERE... THAT THEY'RE ABOUT TO LEAN ON HIM!
ONE OF 'EM IS PULLING A GUN!
NO TIME TO FIND AN OPEN WINDOW-- I'VE GOTTA MOVE--!!
THE KINGPIN DON'T LIKE JOES WHO GIVE US ANY TROUBLE, SEE??
THEN THE KINGPIN IS GONNA BE REAL ANNOYED AT YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN, GENTS!
HEADS UP, YOU GUYS! IT'S THE WALL-CRAWLER AGAIN!!
CRASH!
YOU OUGHTTA BE ASHAMED OF YOURSELVES!
NOT ONLY DO YOU TRY TO HIJACK ONE OF THE CLASSIEST PLACES IN TOWN---
--BUT YOU DIDN'T EVEN PHONE AHEAD TO MAKE A RESERVATION!
UHH!
OOOFF!
TSK TSK! HOW GAUCHE CAN YOU BE?
LOOK OUT!!
11.

STOP 'IM, YOU GUYS! HE'S RUININ' THE WHOLE BIT!
WADDA YA THINK WE'RE TRYIN' TO---
YUMPH!!
SPAK!
WOK!
FTUMPT!
LOOK, WHY DON'T YOU CLOWNS JUST WAVE A WHITE FLAG AND SAVE US ALL A LOT OF TROUBLE!
--YOU'VE EARNED YOURSELVES AN A-FOR-EFFORT, ANYWAY!
BTAK!
CHARLIE!! HURRY UP! USE THE GIMMICK!!
YOU SURE ARE GLUTTONS FOR PUNISHMENT!
DON'T WORRY, SMART GUY--- YOU'RE GONNA FIND OUT RIGHT NOW!
HOW ABOUT CLUIN' ME IN ON WHICH ONE IS CHARLIE--- AND WHAT THE GIMMICK IS?
MUST BE THE ONE WHO'S STILL STANDING.. PULLING AN EXPLOSIVE OUT OF HIS POCKET!
IT'S SOME KIND OF GRENADE---
MINIATURIZED--- JUST BIG ENOUGH TO STUN THE ONE WHO GETS--- UNHHHH!!
PTOWW!
THAT DID IT!! YA GOT 'IM!
YEAH.. YEAH! NOW LET'S GET OUTTA HERE.. WHILE WE STILL CAN!
12.

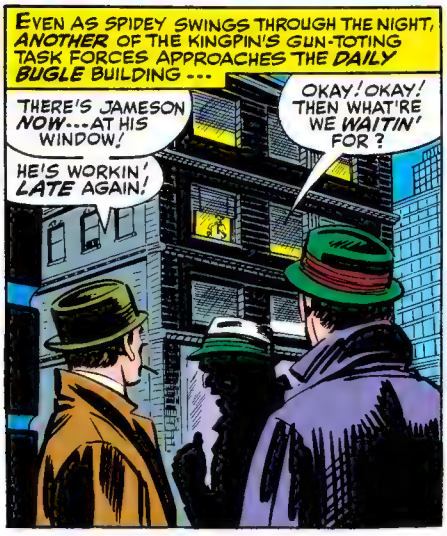

IF NOT FOR---MY SPIDER STRENGTH---I'D BE--A GONER BY NOW!
THE GRENADE WAS---MORE POWERFUL--- THAN I THOUGHT--!
LOOK! THAT EXPLOSION WEAKENED THE BEAMS!!
THE WHOLE CEILING IS ABOUT TO FALL! WE'LL ALL BE CRUSHED!
MOVE IT, YOU GUYS! THIS PLACE AIN'T GONNA LAST MUCH LONGER!
SPIDER-MAN!! THIS IS ALL YOUR DOING!!
LOOKS LIKE I'LL END UP GETTING THE BLAME--- AS USUAL!
BUT, I CAN'T LET THAT WORRY ME NOW--!
I'M GONNA BE A MIGHTY BUSY LITTLE WEB-SLINGER FOR THE NEXT FEW SECONDS!


FIRST THING TO DO IS SLAP MY STICKY SPIDEY TRACER ON ONE OF THOSE HOODS!
THEN, I'VE GOTTA GET UNDER THE MAIN BEAM--!
DON'T JUST STAND THERE, BRIGHT EYES! GET THIS PLACE CLEARED OUT!
I DON'T FIGURE TO MAKE A LIFE'S WORK OUT OF HOLDING UP SAGGIN' CEILINGS!
HE'S ROOTED TO THE SPOT--- ALMOST NUMB WITH SHOCK AND FEAR!
I ...I CAN'T HOLD OUT MUCH LONGER!!


BUT THEN...
HE FINALLY SNAPPED OUT OF IT!
IF I CAN HANG ON---ANOTHER FEW SECONDS.. EVERYONE WILL BE SAFE!
AND THEN..
---IF I CAN MAKE IT THROUGH THE WINDOW FAST ENOUGH---
I'LL LIVE TO CRAWL ANOTHER WALL!


THERE SHE GOES! ...I GUESS THEY JUST DON'T BUILD 'EM LIKE THEY USED TO!
WELL, IT COULDA BEEN WORSE! AT LEAST NO ONE WAS HURT!

NOW, ALL I'VE GOT TO DO IS PICK UP MY LITTLE TRACER'S TRAIL!
AND, UNLESS I'M WAY OFF BASE, IT'LL LEAD ME RIGHT TO COUSIN KINGPIN!

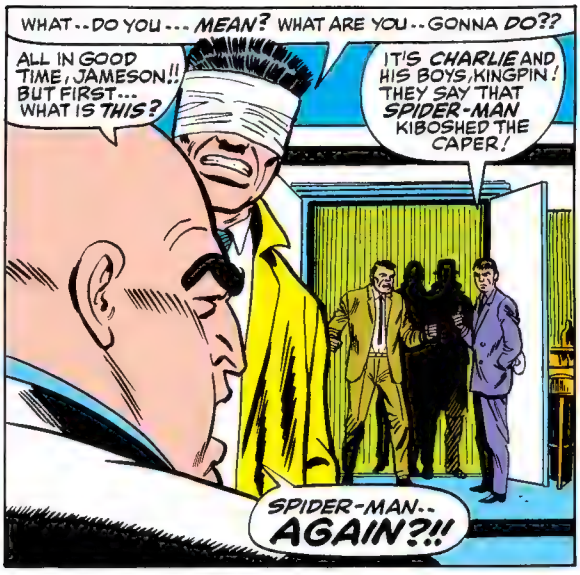

EVEN AS SPIDEY SWINGS THROUGH THE NIGHT, ANOTHER OF THE KINGPIN'S GUN-TOTING TASK FORCES APPROACHES THE DAILY BUGLE BUILDING ---
THERE'S JAMESON NOW---AT HIS WINDOW!
HE'S WORKIN' LATE AGAIN!
OKAY! OKAY! THEN WHAT'RE WE WAITIN' FOR?

ON YOUR FEET, MISTER! YOU BEEN WORKIN' TOO HARD --- SO WE'RE GIVIN' YOU A VACATION!
YEAH! WE'RE TAKIN' YA FOR A NICE LITTLE RIDE... TO VISIT THE KINGPIN!
THE KINGPIN! THEN...I WAS RIGHT! THERE IS SOMEONE BEHIND THE CRIME WAVE!
BUT... WHAT DOES HE WANT WITH ME??

BRIEF MINUTES LATER---
ARE YOU NICE AND COMFY, JAMESON?
THIS IS INSANE! NOBODY GETS TAKEN FOR RIDES ANY MORE---
WHEN THE KINGPIN SAYS RIDE, BROTHER.. YOU RIDE!
WHO IN BLAZES IS THE KINGPIN??
..EXCEPT ON THE UNTOUCHABLES!
HE'S OUR SCOUTMASTER! NOW SHUDDUP!

FINALLY---
WELL, WELL! IF IT ISN'T JONAH JAMESON!
HOW NICE OF YOU TO DROP IN!
COME, COME, GENTLEMEN... DON'T KEEP OUR GUEST STANDING OUT IN THE HALL!
YOU HEARD THE KINGPIN!
WALK!!

I KNOW WHAT A BUSY MAN YOU ARE, SO I'LL COME RIGHT TO THE POINT--
I WANT YOU TO STOP STEAMING UP THE PUBLIC ABOUT THE SO-CALLED CRIME WAVE HERE IN THE CITY!
IN A PIG'S EYE! NOBODY TELLS ME WHAT TO WRITE IN MY PAPER!
EXCELLENT! SPOKEN LIKE THE TRUE CRUSADER THAT YOU ARE!
I APPLAUD YOUR OBVIOUS COURAGE...
BUT ALAS---YOU WILL LIVE TO REGRET IT!


WHAT--DO YOU--- MEAN? WHAT ARE YOU--GONNA DO??
ALL IN GOOD TIME, JAMESON!! BUT FIRST... WHAT IS THIS?
IT'S CHARLIE AND HIS BOYS, KINGPIN! THEY SAY THAT SPIDER-MAN KIBOSHED THE CAPER!
SPIDER-MAN-- AGAIN?!!

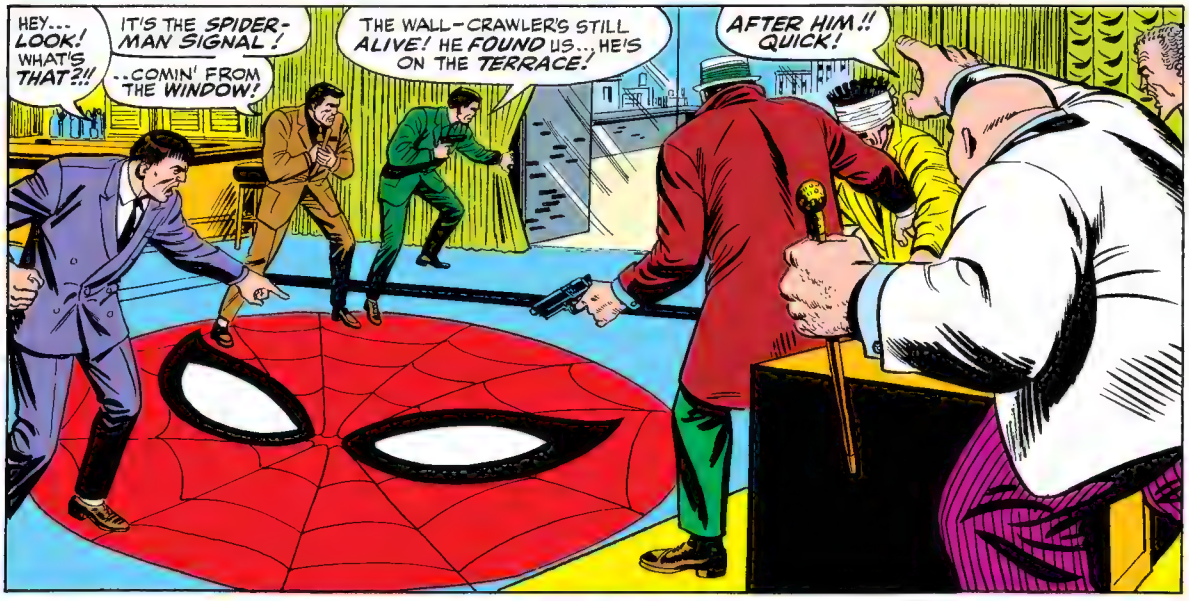
BUT THE WHOLE JOINT CAVED IN--- AND HE WAS STILL INSIDE!
I FIGGER WE KISSED 'IM OFF AT LAST!
IN THAT CASE, YOUR MISSION SUCCEEDED.. BEYOND MY FONDEST HOPES!
BUT NOW, I STILL HAVE ANOTHER MINOR MATTER TO DISPOSE OF--!

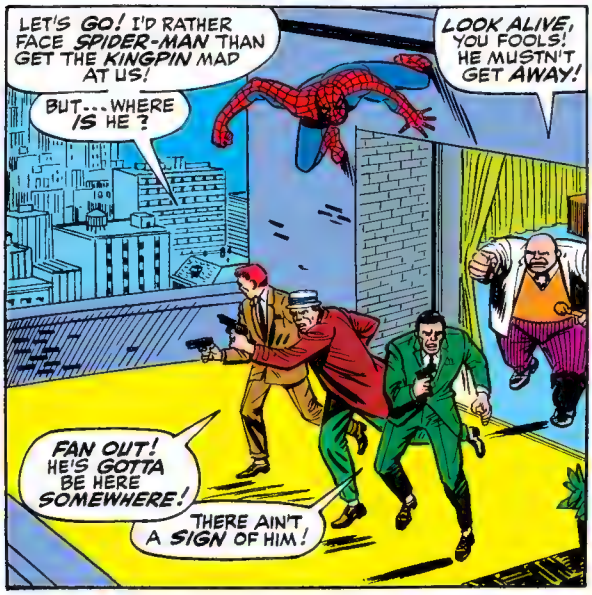
FOSWELL, WOULD YOU BE GOOD ENOUGH TO INFORM OUR GUEST THAT THE KINGPIN DOES NOT PLAY GAMES?
WHA--WHAT DID YOU MENTION MY NAME FOR ??
TO BE SURE YOU DO NOT TRY TO BETRAY ME!
ONCE IT IS KNOWN THAT YOU'VE RETURNED TO CRIME--- YOU CAN NEVER TURN BACK!
HE'S FAR CLEVERER.. FAR MORE DEADLY..THAN I THOUGHT!
IF JAMESON DOESN'T PLAY ALONG--- IT'LL MEAN HIS LIFE!

FOSWELL! ARE YOU REALLY THERE ?
IS IT TRUE THAT YOU'VE JOINED FORCES WITH THE KINGPIN??
NEVER MIND ABOUT ME, JAMESON!
I'M ADVISING YOU--- DO WHAT THE KINGPIN TELLS YOU TO!
SO! I WAS WRONG TO EVER TRUST YOU!!
YOU'RE NO BETTER THAN---THAT SKUNK SPIDER-MAN!

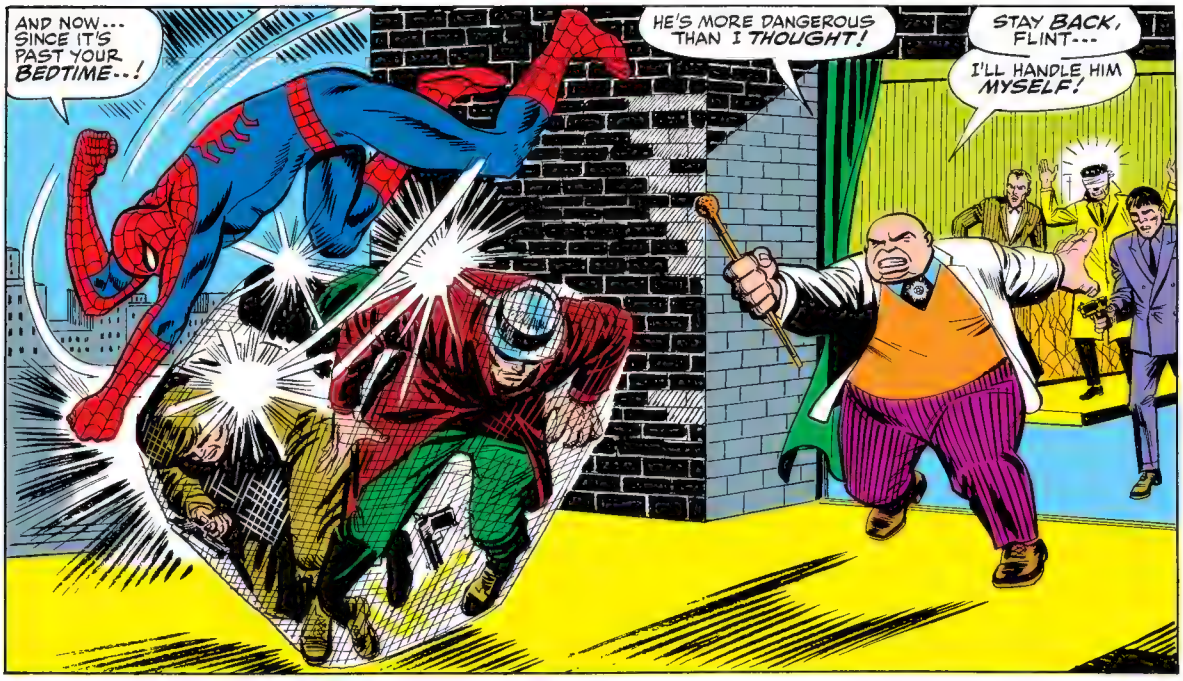
AND, SPEAKING OF SPIDEY...
ACCORDING TO MY LITTLE TRACER, THE TRAIL ENDS IN THAT PENTHOUSE JUST AHEAD!

THAT MAN MOUNTAIN.. BEHIND THE MARBLE DESK...
AND...IT LOOKS LIKE I'VE REALLY STUMBLED ONTO SOMETHING!
IT MUST BE HIM.. THE KING-PIN!
THEY'VE GOT JOLLY JONAH THERE... BLINDFOLDED!! HE MUST BE A PRISONER!
BUT, THAT'S NOT WHAT GRABS ME! BEHIND THE KINGPIN--IT'S FOSWELL!
HE'S TURNED CROOKED AGAIN! HE'S ONE OF THE MOB!


HEY... LOOK! WHAT'S THAT?!!
IT'S THE SPIDER-MAN SIGNAL!
--COMIN' FROM THE WINDOW!
THE WALL-CRAWLER'S STILL ALIVE! HE FOUND US... HE'S ON THE TERRACE!
AFTER HIM!! QUICK!


LET'S GO! I'D RATHER FACE SPIDER-MAN THAN GET THE KINGPIN MAD AT US!
BUT... WHERE IS HE?
LOOK ALIVE, YOU FOOLS! HE MUSTN'T GET AWAY!
FAN OUT! HE'S GOTTA BE HERE SOMEWHERE!
THERE AIN'T A SIGN OF HIM!

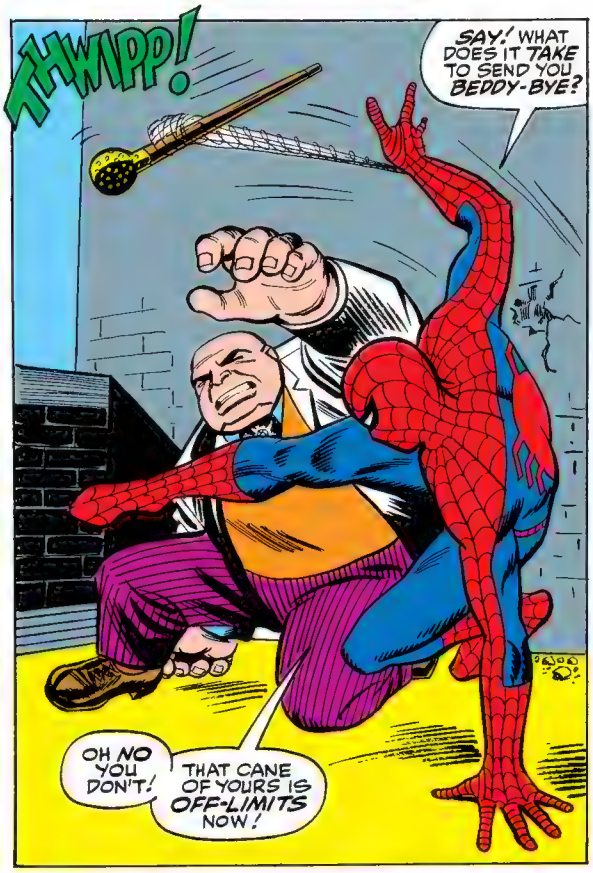
THANKS, BOYS! NICE OF YOU TO MAKE A FELLA FEEL WANTED!
THERE HE IS!
NOW YOU TELL US!


AND NOW--- SINCE IT'S PAST YOUR BEDTIME--!
HE'S MORE DANGEROUS THAN I THOUGHT!
STAY BACK, FLINT---
I'LL HANDLE HIM MYSELF!

A RAY BLASTER.. IN HIS CANE!
WHAT OTHER LITTLE TRICKS DOES HE HAVE FOR ME ?
NOT THAT WAY, YOU WON'T!!
ZZZZT!

YOU'RE FAST, SPIDER-MAN!
BUT SPEED ALONE CAN'T SAVE YOU FROM ME!
WELL, IT'LL HAVE TA DO TILL SOMETHING BETTER COMES ALONG!
ANYWAY, I THOUGHT YOU'RE THE ONE WHO'S TRYING TO SAVE HIMSELF!

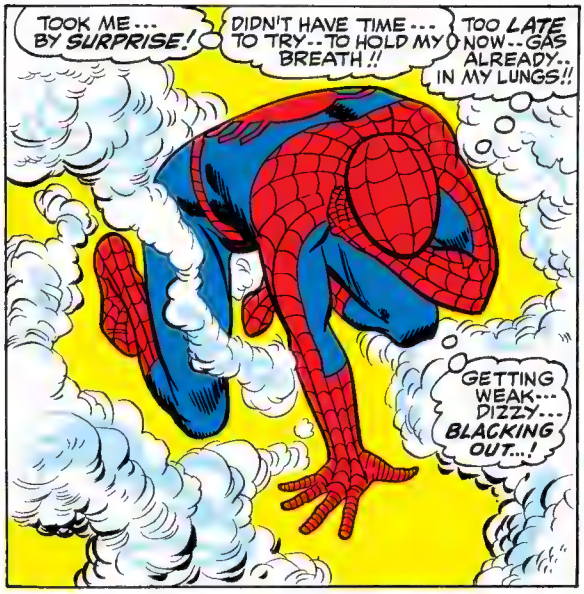
YEOWWF!
COUNT YOUR BLESSINGS, PUDGY...
YOU'RE LUCKY I'M NOT WEARING BASEBALL SHOES!


THWIPP!
SAY! WHAT DOES IT TAKE TO SEND YOU BEDDY-BYE?
OH NO YOU DON'T!
THAT CANE OF YOURS IS OFF-LIMITS NOW!

SORRY ABOUT THAT, SWEETIE!
SPAK!

UNHHH..!
NOT AS SORRY AS YOU'RE GOING TO BE!
YOU MADE THE SAME FATAL MISTAKE AS EVERYONE ELSE WHO FACES THE KINGPIN...!

YOU THOUGHT OF ME AS NOTHING MORE THAN A HELPLESS, SLOW-MOVING FAT-MAN---
WHEW! ONE THING'S FOR SURE..
HELPLESS YOU'RE NOT!!
BUT YOU'LL NEVER CONVINCE ME THAT YOU'RE REALLY SKINNY!
I DON'T HAVE TO CONVINCE YOU OF ANYTHING..!
WHEN I'M THROUGH WITH YOU---IT WON'T MATTER WHAT YOU THINK!
AGAIN HIS SIZE FOOLED ME!!
HE'S FASTER THAN HE LOOKS!
NOW I'VE GOT YOU!!
I'LL PULL YOU FROM YOUR PERCH LIKE A MAGPIE!!
SO THIS IS WHAT I GET FOR GOING EASY ON YOU..!
OKAY! NOW WE PLAY IT YOUR WAY!
THUMPP!
LOOK ALIVE, LUMPY!! THIS IS THE WRAP-UP!
OF COURSE IT IS, YOU FOOL!!
GAS!! SHOOTING OUT---FROM HIS TIE-PIN!!
BUT NOT THE WAY YOU EXPECT!!
EVEN YOUR SPIDER STRENGTH CAN'T SAVE YOU NOW!
19


TOOK ME... BY SURPRISE!
DIDN'T HAVE TIME... TO TRY--TO HOLD MY BREATH!!
TOO LATE NOW--GAS ALREADY... IN MY LUNGS!!
GETTING WEAK... DIZZY... BLACKING OUT...!

NEXT:

"TO DIE A HERO!"

the AMAZING
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
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IND.
52
SEPT
"TO DIE A HERO!"

THE AMAZING SPIDER-MAN!™
"TO DIE A HERO!"
I WOULD'A THOUGHT A GUY AS STRONG AS SPIDER-MAN WOULD BE A HECKUVA LOT HEAVIER!
MAYBE HE'S BEEN DRINKIN' NO-CAL! WHATS'A DIFFERENCE?
WHERE HE'S GOIN', IT WON'T MATTER WHAT HE WEIGHS!
INTO THE SUB-CELLAR WITH THEM!
WAIT! YOU CAN'T DO THIS TO ME!
YOU FOOL! THE KINGPIN CAN DO ANYTHING!
SPIDEY HAS BEEN DEFEATED BY THE DECEPTIVELY POWERFUL KINGPIN, WHILE TRYING TO SAVE A BEWILDERED J. JONAH JAMESON!
AND NOW... THE FANTASTIC FINALE..
PRODUCED AND PRESENTED BY: STAN (The MAN) LEE
and JOHN (RING-A-DING) ROMITA
EMBELLISHED BY: MICKEY DEMEO
LETTERED BY: SAM ROSEN

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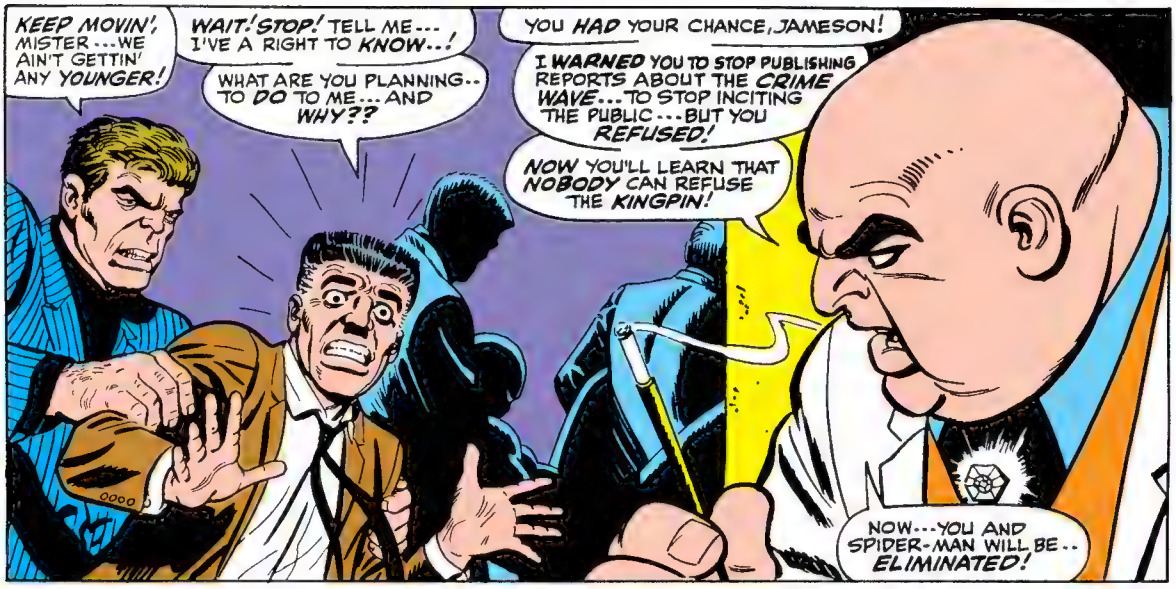
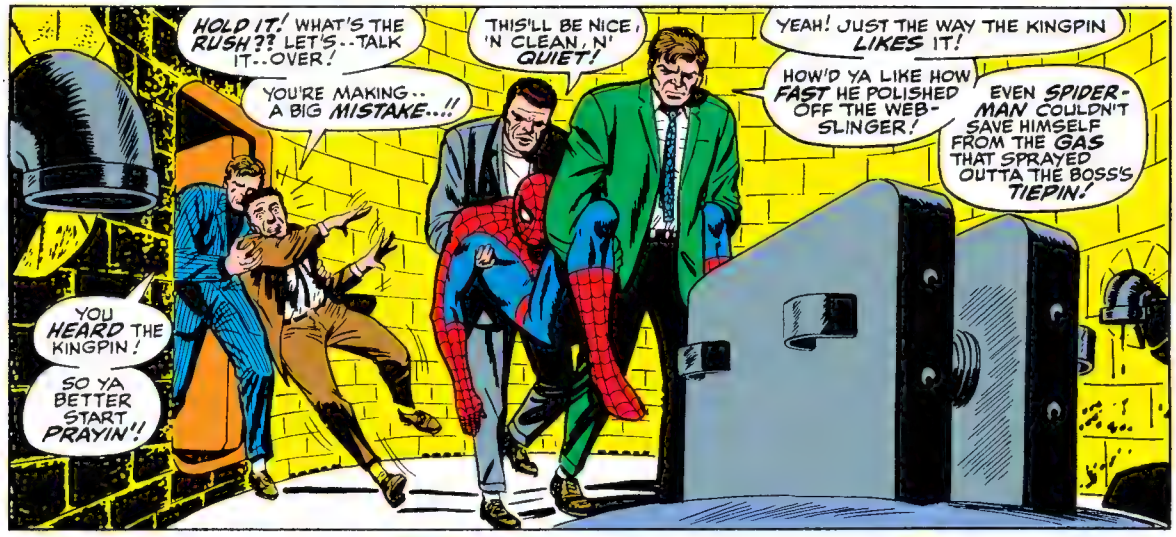
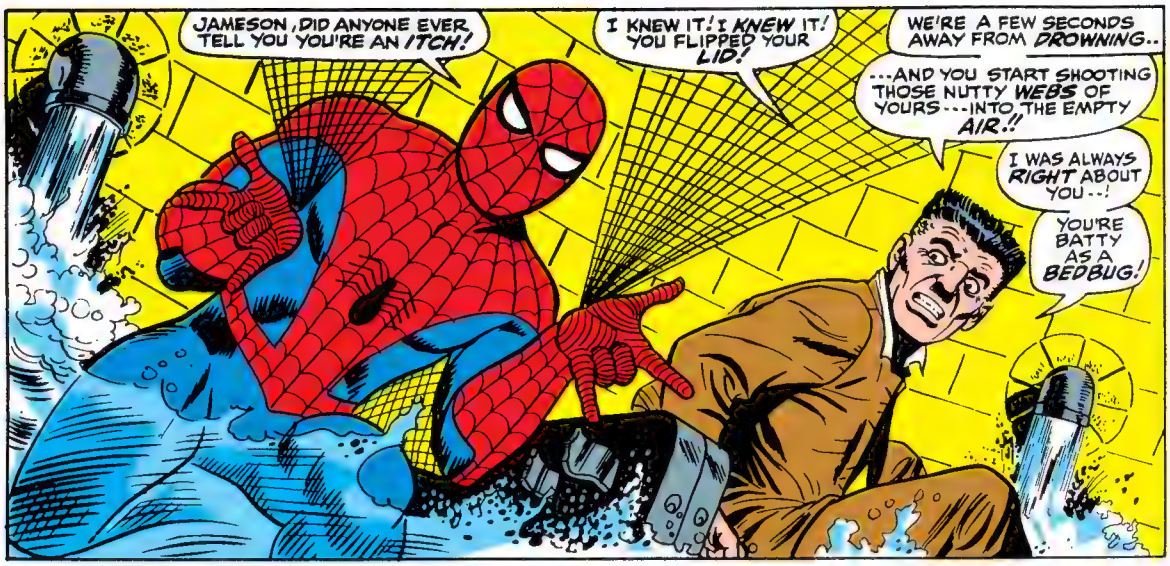

KEEP MOVIN', MISTER ... WE AIN'T GETTIN' ANY YOUNGER!
WAIT! STOP! TELL ME ... I'VE A RIGHT TO KNOW..!
WHAT ARE YOU PLANNING.. TO DO TO ME ... AND WHY??
YOU HAD YOUR CHANCE, JAMESON!
I WARNED YOU TO STOP PUBLISHING REPORTS ABOUT THE CRIME WAVE ... TO STOP INCITING THE PUBLIC ... BUT YOU REFUSED!
NOW YOU'LL LEARN THAT NOBODY CAN REFUSE THE KINGPIN!
NOW ... YOU AND SPIDER-MAN WILL BE .. ELIMINATED!

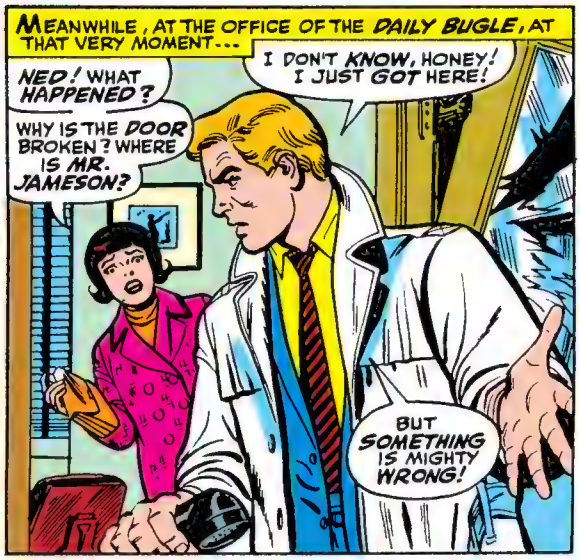

HOLD IT! WHAT'S THE RUSH?? LET'S .. TALK IT .. OVER!
YOU'RE MAKING .. A BIG MISTAKE..!!
THIS'LL BE NICE, 'N CLEAN, N' QUIET!
YEAH! JUST THE WAY THE KINGPIN LIKES IT!
HOW'D YA LIKE HOW FAST HE POLISHED OFF THE WEB-SLINGER!
EVEN SPIDER-MAN COULDN'T SAVE HIMSELF FROM THE GAS THAT SPRAYED OUTTA THE BOSS'S TIEPIN!
YOU HEARD THE KINGPIN!
SO YA BETTER START PRAYIN'!!

YOU WALL-CRAWLING WEASEL ... WAKE UP!!
WHERE'S YOUR BLASTED SPIDER-STRENGTH WHEN I NEED IT?
SPIDER-MAN .. C'MON!! CAN'T YOU HEAR ME??
IT'S LIKE I ALWAYS SAID! ... YOU'RE NOTHING BUT A FRAUD!

KEEP TALKIN', JAMESON!
IT'S THE LAST CHANCE YA'LL EVER HAVE!
WATER ... GUSHING OUT OF THAT PIPE!
WAIT!! YOU'VE GOTTA UNTIE US!! WE'RE LIABLE TO DROWN!
KNOW SOMETHIN', MISTER? YOU CATCH ON REAL QUICK!

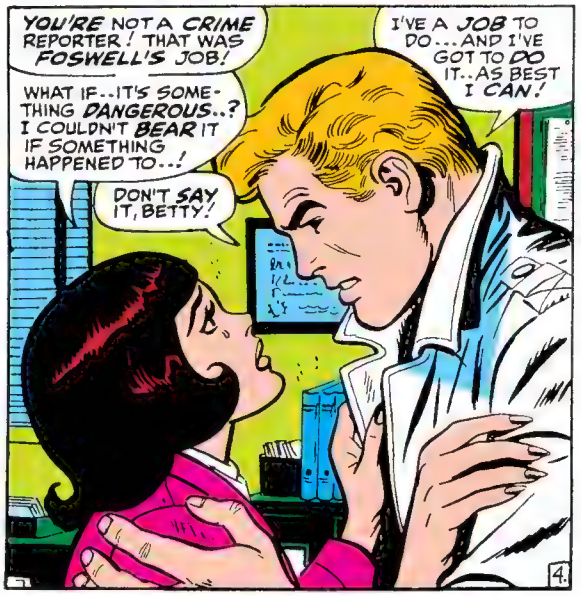
THEY'RE ALL SEALED IN, BOSS!
THE WATER'S POURIN' IN FULL FORCE! IT SHOULDN'T TAKE MORE'N FIVE MINUTES!
SPARE ME THE BORING DETAILS, FLINT!
JUST LET ME KNOW WHEN THE CHARADE IS COMPLETELY ENDED!
SPIDER-MAN!! FOR THE LUVVA -- WHA--?!!
HE'S WAKING UP! HE'S BEGINNING TO STIR!
THE GAS MUST BE FINALLY WEARING OFF!
UHHH--!
IRON BANDS.. AROUND MY WRISTS!
WATER..GETTING HIGHER BY THE SECOND!
THAT MEANS--- THE KINGPIN ---IS TRYING TO--FINISH US!
WE DON'T NEED A BLASTED HUNTLEY-BRINKLEY REPORT!!
NOW THAT YOU'RE AWAKE--- GET US OUT OF HERE!
HOW ABOUT GIVING YOUR GUMS A REST WHILE I TRY?
THESE BANDS AREN'T TOO STRONG! THE KINGPIN MUST FIGURE THEY WON'T MAKE MUCH DIFFERENCE!
THAT'S RIGHT! EVEN IF YOU DO GET FREE --- THEN WHAT?
EVEN YOU CAN'T BREATHE FOR LONG UNDER WATER!
IF YOU'LL CLAM UP FOR A FEW MINUTES, MAYBE NEITHER OF US WILL HAVE TO!
DON'T TRY TO KID ME, WEB-HEAD! WE'RE DONE FOR.. AND YOU KNOW IT!
OF ALL THE PEOPLE TO SPEND MY LAST FEW MINUTES ON EARTH WITH-- IT HADDA BE --- HEY!!
I DID IT! MY HANDS ARE FREE NOW!
BIG DEAL! WHAT'RE YOU GONNA DO...BREATHE THROUGH YOUR FINGERS?
SNAP!
SNAP!
3.

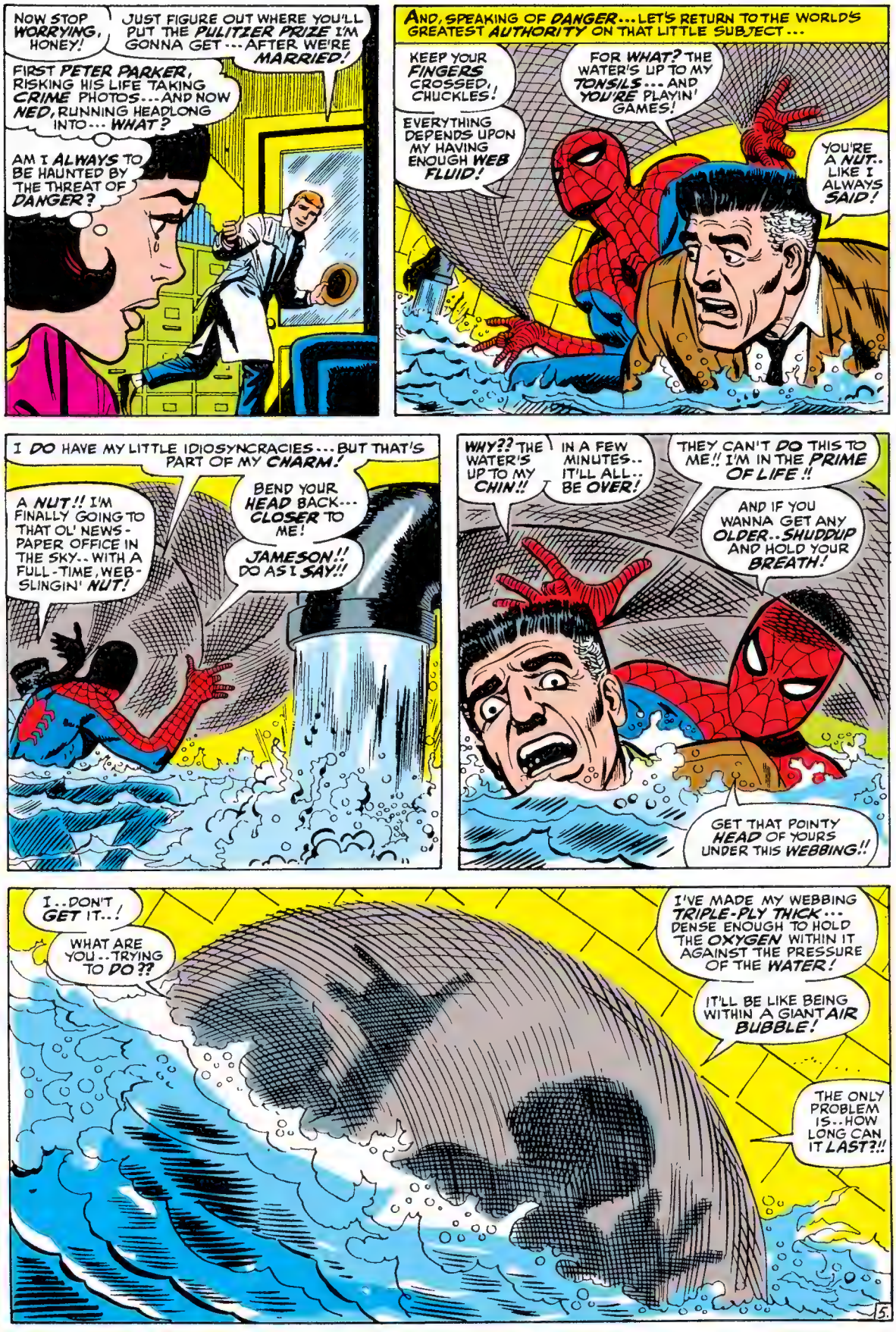

JAMESON, DID ANYONE EVER TELL YOU YOU'RE AN ITCH!
I KNEW IT! I KNEW IT! YOU FLIPPED YOUR LID!
WE'RE A FEW SECONDS AWAY FROM DROWNING..
...AND YOU START SHOOTING THOSE NUTTY WEBS OF YOURS---INTO THE EMPTY AIR!!
I WAS ALWAYS RIGHT ABOUT YOU--!
YOU'RE BATTY AS A BEDBUG!


MEANWHILE, AT THE OFFICE OF THE DAILY BUGLE, AT THAT VERY MOMENT---
NED! WHAT HAPPENED?
I DON'T KNOW, HONEY! I JUST GOT HERE!
WHY IS THE DOOR BROKEN? WHERE IS MR. JAMESON?
BUT SOMETHING IS MIGHTY WRONG!

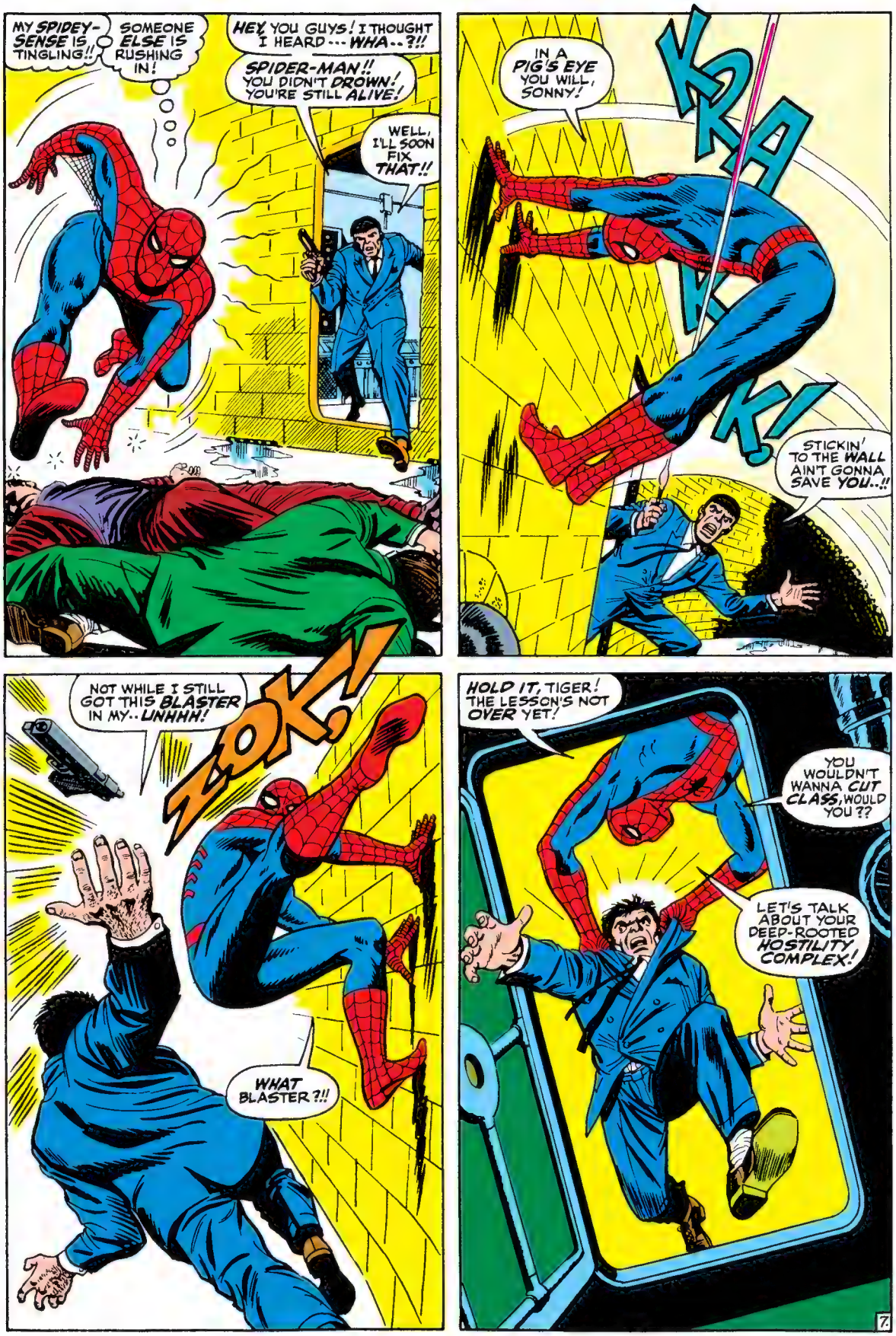
FIRST FOSWELL MISSING--AND NOW THE BOSS!
I'LL CALL ROBERTSON! HE'S CITY EDITOR! MAYBE HE CAN FILL US IN!
DON'T BOTHER, LEEDS!
I'M RIGHT HERE--AND IT'S GREEK TO ME!
I JUST SENT FOR THE POLICE!

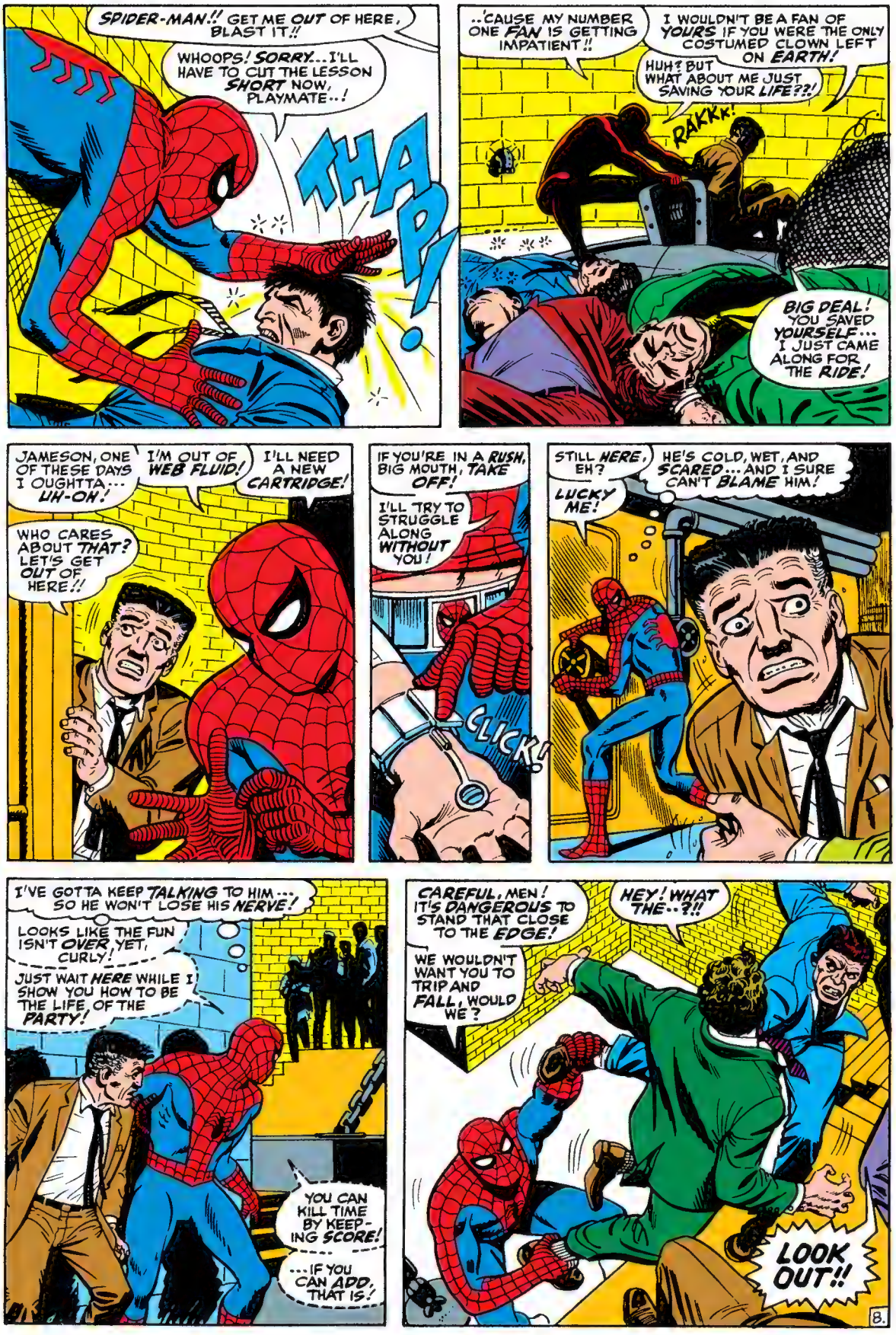
THERE MUST BE SOMETHING WRONG! JAMESON WOULD NEVER TAKE OFF WITHOUT TELLING US!
I FIGURE HE'S BEEN ABDUCTED! AND WE'VE GOTTA FIND OUT WHY!
I'LL HOLD DOWN HIS DESK WHILE YOU SEE WHAT YOU CAN UNCOVER!
I'M ON MY WAY, ROBBIE! I'LL KEEP IN TOUCH WITH YOU!
LET'S GO, BOY! THERE'S NO TIME TO WASTE!
NED! WAIT--!


YOU'RE NOT A CRIME REPORTER! THAT WAS FOSWELL'S JOB!
I'VE A JOB TO DO...AND I'VE GOT TO DO IT..AS BEST I CAN!
WHAT IF--IT'S SOMETHING DANGEROUS..? I COULDN'T BEAR IT IF SOMETHING HAPPENED TO--!
DON'T SAY IT, BETTY!


NOW STOP WORRYING, HONEY!
JUST FIGURE OUT WHERE YOU'LL PUT THE PULITZER PRIZE I'M GONNA GET --- AFTER WE'RE MARRIED!
FIRST PETER PARKER, RISKING HIS LIFE TAKING CRIME PHOTOS --- AND NOW NED, RUNNING HEADLONG INTO --- WHAT?
AM I ALWAYS TO BE HAUNTED BY THE THREAT OF DANGER?
AND, SPEAKING OF DANGER --- LET'S RETURN TO THE WORLD'S GREATEST AUTHORITY ON THAT LITTLE SUBJECT ---
KEEP YOUR FINGERS CROSSED, CHUCKLES!
EVERYTHING DEPENDS UPON MY HAVING ENOUGH WEB FLUID!
FOR WHAT? THE WATER'S UP TO MY TONSILS --- AND YOU'RE PLAYIN' GAMES!
YOU'RE A NUT.. LIKE I ALWAYS SAID!
I DO HAVE MY LITTLE IDIOSYNCRACIES --- BUT THAT'S PART OF MY CHARM!
A NUT!! I'M FINALLY GOING TO THAT OL' NEWS-PAPER OFFICE IN THE SKY.. WITH A FULL-TIME, WEB-SLINGIN' NUT!
BEND YOUR HEAD BACK --- CLOSER TO ME!
JAMESON!! DO AS I SAY!!
WHY?? THE WATER'S UP TO MY CHIN!!
IN A FEW MINUTES.. IT'LL ALL.. BE OVER!
THEY CAN'T DO THIS TO ME!! I'M IN THE PRIME OF LIFE!!
AND IF YOU WANNA GET ANY OLDER.. SHUDDUP AND HOLD YOUR BREATH!
GET THAT POINTY HEAD OF YOURS UNDER THIS WEBBING!!
I.. DON'T GET IT..!
WHAT ARE YOU.. TRYING TO DO??
I'VE MADE MY WEBBING TRIPLE-PLY THICK --- DENSE ENOUGH TO HOLD THE OXYGEN WITHIN IT AGAINST THE PRESSURE OF THE WATER!
IT'LL BE LIKE BEING WITHIN A GIANT AIR BUBBLE!
THE ONLY PROBLEM IS.. HOW LONG CAN IT LAST?!!
5.

WHILE, OUTSIDE THE SEALED CHAMBER...
IT'S ALL FILLED, KINGPIN!
THEY'RE GONERS BY NOW!
NATURALLY! THAT WAS MY INTENTION!
WAIT ANOTHER THIRTY SECONDS.. TO BE SURE!
THEN, DRAIN THE ROOM AND DISPOSE OF THEM!
BE SURE YOU TIDY UP WHEN YOU'RE FINISHED! I DETEST SLOPPY WORK!
DON'T WORRY... YOU CAN COUNT ON US!
EXACTLY THIRTY SECONDS LATER...
FLINT SAID WE SHOULD... HEY!! WHAT'S THAT??
I DON'T GET IT!! ..LOOKS LIKE SOME KINDA BIG COCOON.. WITH SOMEONE INSIDE!
AWWW...YOU NOTICED!!
AND I WANTED IT TO BE A SURPRISE!
6

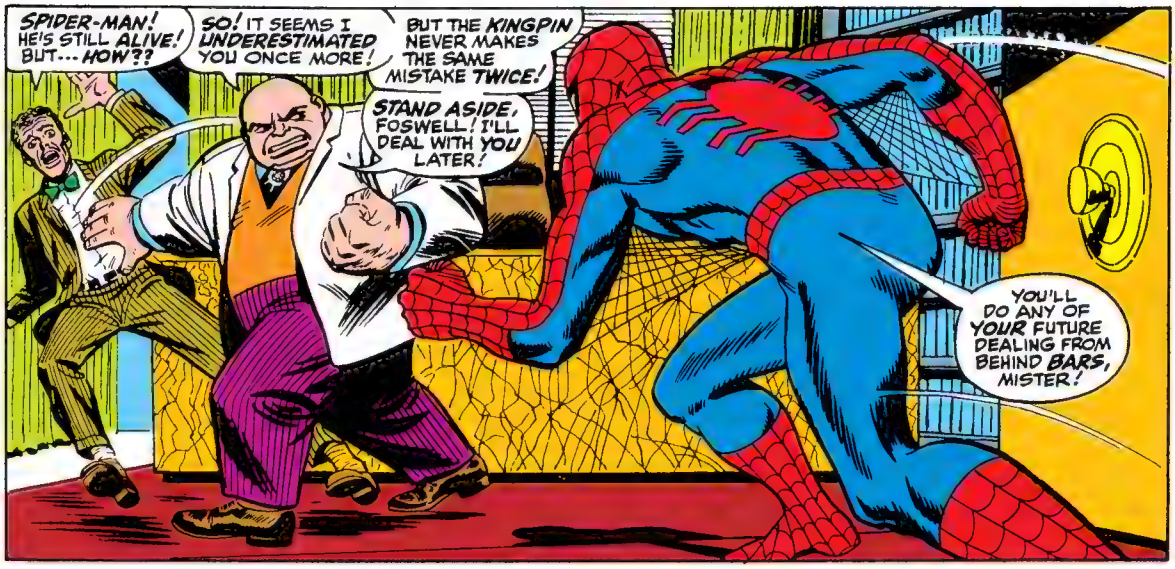

MY SPIDEY-SENSE IS TINGLING!!
SOMEONE ELSE IS RUSHING IN!
HEY, YOU GUYS! I THOUGHT I HEARD--- WHA--?!!
SPIDER-MAN!! YOU DIDN'T DROWN! YOU'RE STILL ALIVE!
WELL, I'LL SOON FIX THAT!!
IN A PIG'S EYE YOU WILL, SONNY!
KA
K!
STICKIN' TO THE WALL AIN'T GONNA SAVE YOU..!!
NOT WHILE I STILL GOT THIS BLASTER IN MY..UNHHH!
ZOK!
WHAT BLASTER?!!
HOLD IT, TIGER! THE LESSON'S NOT OVER YET!
YOU WOULDN'T WANNA CUT CLASS, WOULD YOU??
LET'S TALK ABOUT YOUR DEEP-ROOTED HOSTILITY COMPLEX!

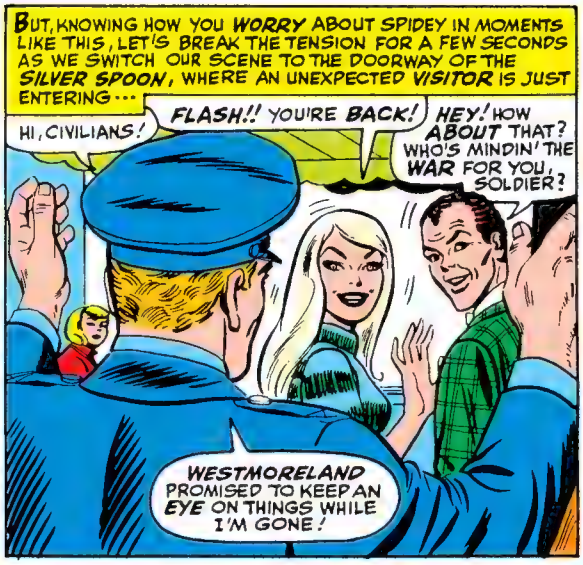

SPIDER-MAN!! GET ME OUT OF HERE, BLAST IT!!
WHOOPS! SORRY... I'LL HAVE TO CUT THE LESSON SHORT NOW, PLAYMATE..!
THAP!
..'CAUSE MY NUMBER ONE FAN IS GETTING IMPATIENT!!
I WOULDN'T BE A FAN OF YOURS IF YOU WERE THE ONLY COSTUMED CLOWN LEFT ON EARTH!
HUH? BUT WHAT ABOUT ME JUST SAVING YOUR LIFE??!
RAKKK!
BIG DEAL! YOU SAVED YOURSELF... I JUST CAME ALONG FOR THE RIDE!
JAMESON, ONE OF THESE DAYS I OUGHTTA... UH-OH!
I'M OUT OF WEB FLUID!
I'LL NEED A NEW CARTRIDGE!
WHO CARES ABOUT THAT? LET'S GET OUT OF HERE!!
IF YOU'RE IN A RUSH, BIG MOUTH, TAKE OFF!
I'LL TRY TO STRUGGLE ALONG WITHOUT YOU!
CLICK!
STILL HERE, EH?
HE'S COLD, WET, AND SCARED... AND I SURE CAN'T BLAME HIM!
LUCKY ME!
I'VE GOTTA KEEP TALKING TO HIM... SO HE WON'T LOSE HIS NERVE!
LOOKS LIKE THE FUN ISN'T OVER, YET, CURLY!
JUST WAIT HERE WHILE I SHOW YOU HOW TO BE THE LIFE OF THE PARTY!
YOU CAN KILL TIME BY KEEPING SCORE!
...IF YOU CAN ADD, THAT IS!
CAREFUL, MEN! IT'S DANGEROUS TO STAND THAT CLOSE TO THE EDGE!
WE WOULDN'T WANT YOU TO TRIP AND FALL, WOULD WE?
HEY! WHAT THE..?!!
LOOK OUT!!

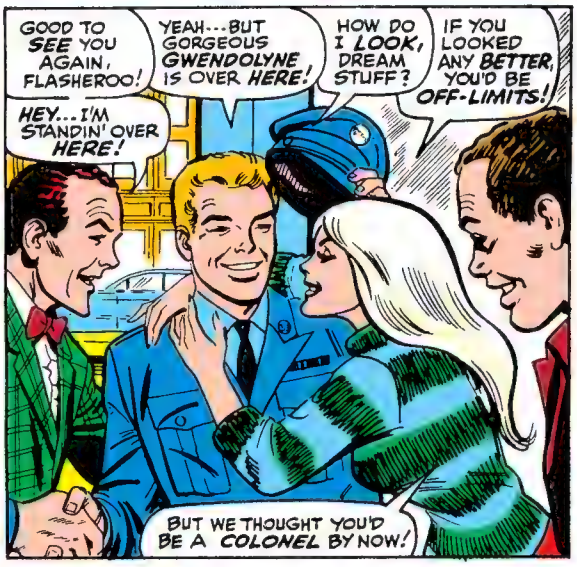
IT'S SPIDER-MAN!!
HOW DID HE--?!!
ARGGHH!
IT'S GETTING KINDA CROWDED UP THERE!
SO, IF YOU STALWARTS WILL STEP ASIDE FOR A MOMENT---
...I'LL TRY TO PROVIDE A LITTLE MORE STANDING ROOM!
KOK!
JAMESON!! DON'T JUST STAND THERE, MISTER!! TAKE OFF!!
THIS IS YOUR CHANCE TO GET BACK TO THE BUGLE AND TELL EVERYONE WHAT A BIG, BRAVE HERO YOU ARE!!
DON'T WORRY-- THEY'LL BELIEVE YOU---SO LONG AS YOU KEEP PAYING THEIR SALARIES!
HE'S ALMOST PETRIFIED WITH FRIGHT! I'VE GOT TO SHOCK HIM INTO ESCAPING!
JAMESON!! I SAID MOVE.. OR YOU'LL BE MY NEXT TARGET!
I KNEW IT!! YOU'RE MAD--UNCONTROLLABLE!!
YOU'LL ATTACK ANYONE... JUST TO PROVE YOUR POWER!!
YOU'RE EVEN MORE OF A MENACE THAN I SAID YOU WERE!
WELL, I HADDA DO IT THE HARD WAY...
BUT, AT LEAST I GOT HIM TO RUN!
HOWEVER, UNBEKNOWNST TO THE BATTLING WEB-SLINGER, JOLLY JONAH'S ESCAPE IS SUDDENLY CUT SHORT...
THUNNGG!
...AS HE RACES INTO A LOW-HANGING PIPE IN THE GLOOMY SUB-CELLAR..!
9.

AND SO WE LEAVE THE BUGLE'S PEERLESS PUBLISHER FOR NOW.. AS HE SLUMPS IN THE SHADOWS IN A SOMEWHAT UNUSUAL CONDITION..COMPLETELY SILENT..!
WHILE, JUST AROUND THE CORNER, SPIDEY HEADS FOR A DIFFERENT DESTINATION...
JAMESON'S PROBABLY HALF-WAY TO HIS OFFICE BY NOW..
SO, SINCE THE PRELIMINARIES ARE OVER...
IT'S TIME FOR THE MAIN EVENT!
WHEREVER THE KINGPIN IS... I'M GONNA FIND HIM!!
AND, SPEAKING OF THAT ESTIMABLE EVIL-DOER...
SPIDER-MAN... AND JAMESON..BOTH DEAD??
I--I DON'T BELIEVE IT!!
THE KINGPIN DOES NOT LIE!
BUT, WHY DO YOU SEEM SO NERVOUS.. SO SHAKY??
CAN IT BE THAT MY NEWS IS UNWELCOME TO YOU?
CAN IT BE THAT I WAS WRONG TO TRUST YOU?
HOLD IT, MISTER! NOBODY TALKS TO FRED FOSWELL THAT WAY!
I'LL GO ALONG WITH ANYTHING THAT'LL MAKE US A BUCK...
BUT COLD-BLOODED MURDER JUST ISN'T MY STYLE!!
10

MURDER?!! YOU DARE ACCUSE THE KINGPIN OF ANY-THING AS CRASS AS THAT!
I HAVE MERELY TAKEN STEPS TO ELIMINATE TWO PERSONS WHO WERE POTENTIAL THREATS TO ME! NOTHING MORE!
OKAY! OKAY! TAKE IT EASY!
BUT NOW... I FEEL THERE IS STILL ANOTHER THREAT IN THE OFFING--!
AND THAT THREAT IS YOU!!
YOU ARE EITHER TOO CHICKEN-HEARTED TO BE OF ANY USE TO ME--- OR ELSE, YOU'RE AN UNDERCOVER AGENT!!
I DON'T KNOW WHICH YOU ARE--- BUT IT NO LONGER MATTERS!
EITHER WAY.. I CAN NO LONGER AFFORD TO TOLERATE YOUR PRESENCE!
NO! WAIT!! HOLD IT! LET GO OF ME...!
WITH MY OWN BARE HANDS, I CAN EASILY.. WHA--?!!
SLAM!
HANDS OFF, TUBBY!
YOU'RE GONNA NEED YOUR STRENGTH..
--FOR SPIDER-MAN!
11.


SPIDER-MAN! HE'S STILL ALIVE! BUT... HOW??
SO! IT SEEMS I UNDERESTIMATED YOU ONCE MORE!
BUT THE KINGPIN NEVER MAKES THE SAME MISTAKE TWICE!
STAND ASIDE, FOSWELL! I'LL DEAL WITH YOU LATER!
YOU'LL DO ANY OF YOUR FUTURE DEALING FROM BEHIND BARS, MISTER!

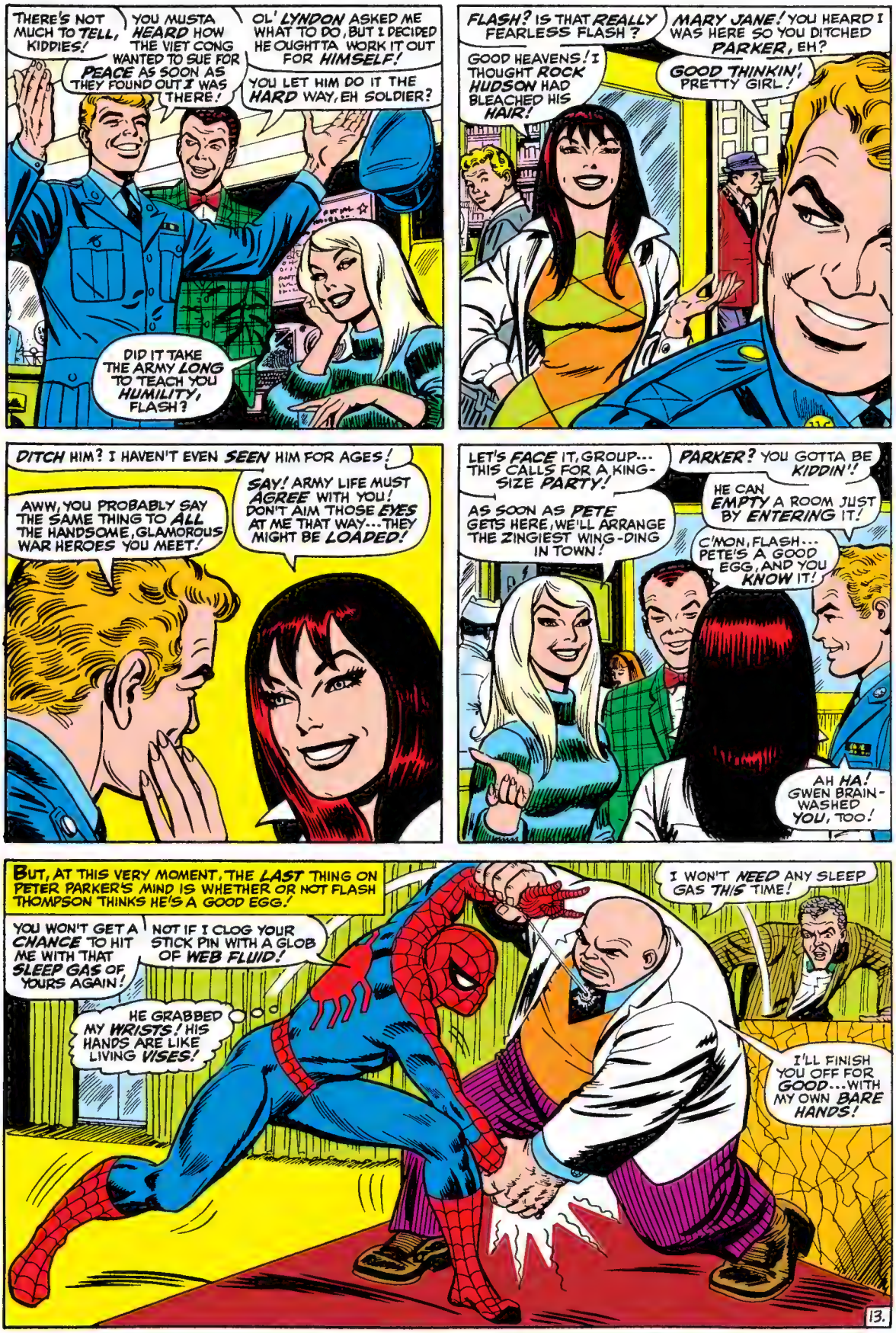

BUT, KNOWING HOW YOU WORRY ABOUT SPIDEY IN MOMENTS LIKE THIS, LET'S BREAK THE TENSION FOR A FEW SECONDS AS WE SWITCH OUR SCENE TO THE DOORWAY OF THE SILVER SPOON, WHERE AN UNEXPECTED VISITOR IS JUST ENTERING...
HI, CIVILIANS!
FLASH!! YOU'RE BACK!
HEY! HOW ABOUT THAT? WHO'S MINDIN' THE WAR FOR YOU, SOLDIER?
WESTMORELAND PROMISED TO KEEP AN EYE ON THINGS WHILE I'M GONE!


GOOD TO SEE YOU AGAIN, FLASHEROO!
YEAH... BUT GORGEOUS GWENDOLYNE IS OVER HERE!
HOW DO I LOOK, DREAM STUFF?
IF YOU LOOKED ANY BETTER, YOU'D BE OFF-LIMITS!
HEY... I'M STANDIN' OVER HERE!
BUT WE THOUGHT YOU'D BE A COLONEL BY NOW!

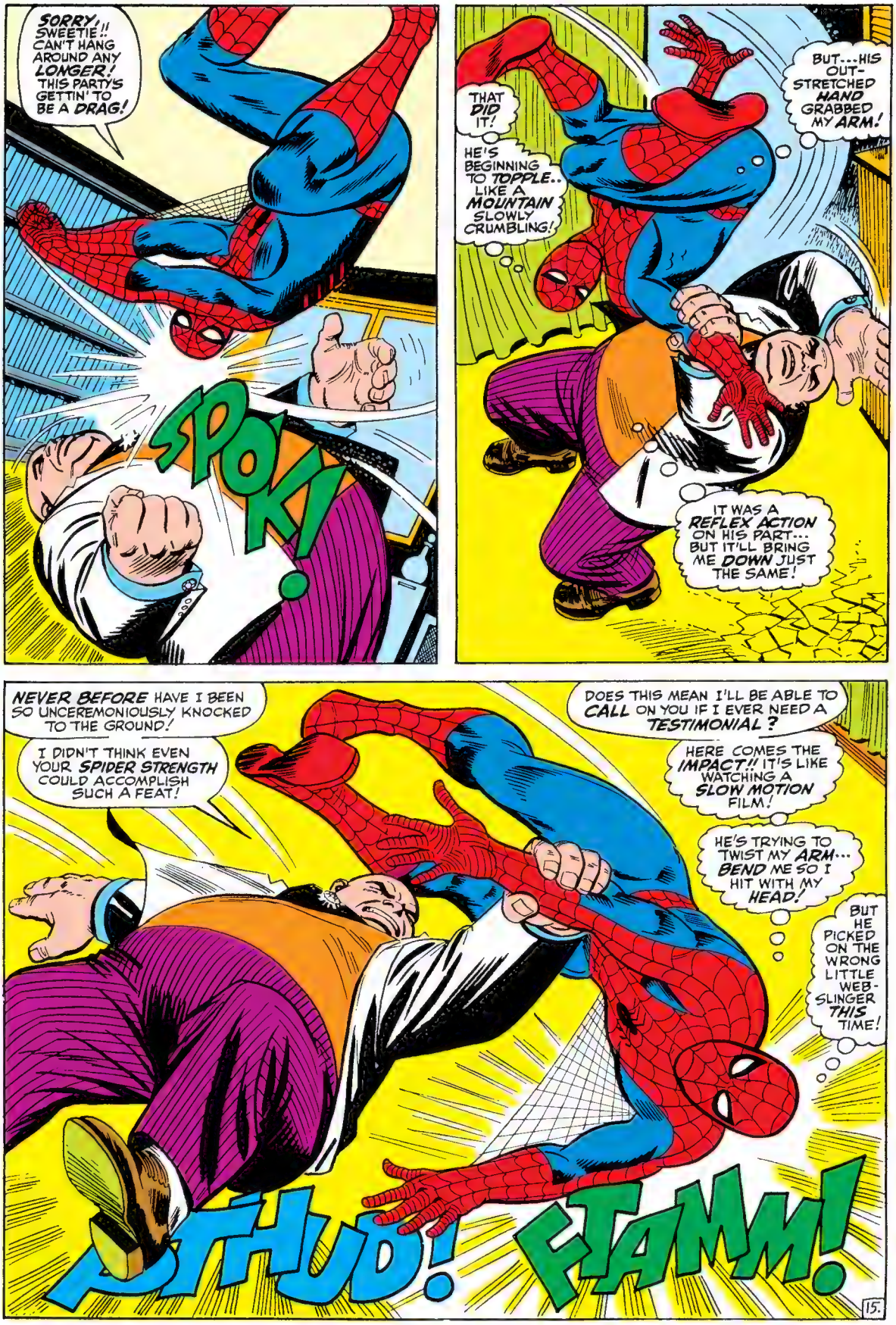
SHHH! DON'T BREATHE A WORD OF IT!
I'M REALLY A THREE-STAR GENERAL... BUT I DRESS THIS WAY 'CAUSE I'M MODEST!
IT'S THOSE SHYNESS LESSONS YOU TOOK FROM MARY JANE!

SAY! SPEAKING OF M.J., WHERE'S SHE HIDING? AND WHAT ABOUT OL' HARRY'S ROLLICKIN' ROOMMATE?
US CONQUERING HEROES EXPECT A FULL TURNOUT WHEN WE COME WALTZIN' HOME ON FURLOUGH!

WE HAVEN'T SEEN PETE FOR A WHILE!
SHE'S STILL DATING PUNY PARKER?
MAYBE HE'S OUT WITH MJ!
I DIDN'T KNOW THINGS WERE THAT DESPERATE ON THE HOME FRONT!
C'MON FLASH... CLUE US IN ON ARMY LIFE!


THERE'S NOT MUCH TO TELL, KIDDIES!
YOU MUSTA HEARD HOW THE VIET CONG WANTED TO SUE FOR PEACE AS SOON AS THEY FOUND OUT I WAS THERE!
OL' LYNDON ASKED ME WHAT TO DO, BUT I DECIDED HE OUGHTTA WORK IT OUT FOR HIMSELF!
YOU LET HIM DO IT THE HARD WAY, EH SOLDIER?
DID IT TAKE THE ARMY LONG TO TEACH YOU HUMILITY, FLASH?
FLASH? IS THAT REALLY FEARLESS FLASH?
MARY JANE! YOU HEARD I WAS HERE SO YOU DITCHED PARKER, EH?
GOOD HEAVENS! I THOUGHT ROCK HUDSON HAD BLEACHED HIS HAIR!
GOOD THINKIN', PRETTY GIRL!
DITCH HIM? I HAVEN'T EVEN SEEN HIM FOR AGES!
AWW, YOU PROBABLY SAY THE SAME THING TO ALL THE HANDSOME, GLAMOROUS WAR HEROES YOU MEET!
SAY! ARMY LIFE MUST AGREE WITH YOU! DON'T AIM THOSE EYES AT ME THAT WAY... THEY MIGHT BE LOADED!
LET'S FACE IT, GROUP... THIS CALLS FOR A KING-SIZE PARTY!
PARKER? YOU GOTTA BE KIDDIN'!
AS SOON AS PETE GETS HERE, WE'LL ARRANGE THE ZINGIEST WING-DING IN TOWN!
HE CAN EMPTY A ROOM JUST BY ENTERING IT!
C'MON, FLASH... PETE'S A GOOD EGG, AND YOU KNOW IT!
AH HA! GWEN BRAIN-WASHED YOU, TOO!
BUT, AT THIS VERY MOMENT, THE LAST THING ON PETER PARKER'S MIND IS WHETHER OR NOT FLASH THOMPSON THINKS HE'S A GOOD EGG!
I WON'T NEED ANY SLEEP GAS THIS TIME!
YOU WON'T GET A CHANCE TO HIT ME WITH THAT SLEEP GAS OF YOURS AGAIN!
NOT IF I CLOG YOUR STICK PIN WITH A GLOB OF WEB FLUID!
HE GRABBED MY WRISTS! HIS HANDS ARE LIKE LIVING VISES!
I'LL FINISH YOU OFF FOR GOOD... WITH MY OWN BARE HANDS!
13.

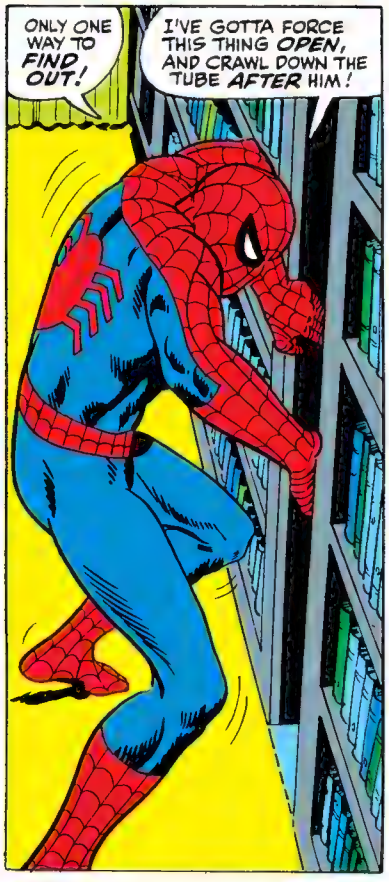
THIS IS MY CHANCE!
WHILE THEY'RE FIGHTING, I'LL GRAB A GUN FROM BEHIND THE BAR!
NO MATTER WHAT SORT OF BUMBLING SPIDER POWERS YOU POSSESS ...THEY'RE UTTERLY USELESS AGAINST THREE HUNDRED POUNDS OF SOLID MUSCLE!
THUMP!
I'VE GOT IT!
NOW... IF I CAN JUST FIND OUT WHAT HAPPENED TO JAMESON!
YOU CAN SAY WHAT YOU WANT TO ABOUT ME, CHUBBINS...
BUT NOBODY KNOCKS MY EVER-LOVIN' SPIDER-POWERS!
--AND EVEN A MUSCLE-BOUND KINGPIN CAN'T SHRUG OFF A SUDDEN KNEE TO THE BREAD-BASKET!
I'LL FLATTEN YOU LIKE A FLY-SPECK FOR THAT!!
NOT THAT WAY, YOU WON'T!!
SO FAR, SO GOOD!
THEY'VE FORGOTTEN ALL ABOUT ME!
BTOOM!
I'VE GOT TO KEEP TAUNTING HIM! HIS BIGGEST WEAKNESS IS HIS PRIDE!
OKAY, SKINHEAD.. IF YOU WANT ME, HERE I AM!
THINK YOU CAN MANAGE TO WADDLE OVER THIS FAR?
JUST WAIT THERE! I'LL SHOW YOU WHAT I CAN MANAGE!

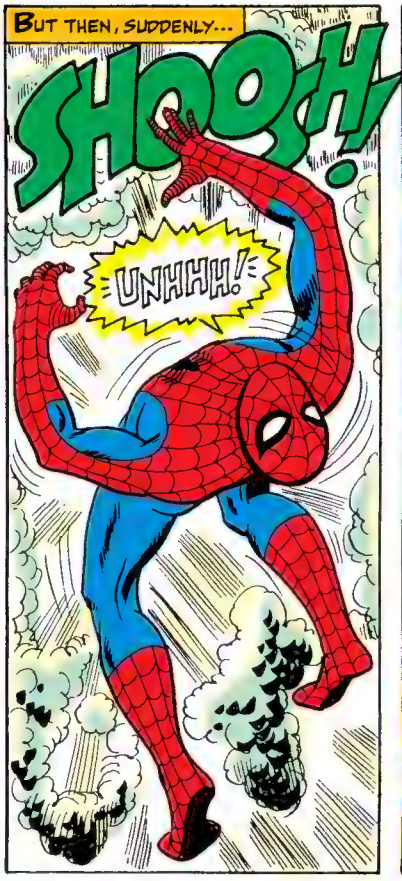

SORRY, SWEETIE!! CAN'T HANG AROUND ANY LONGER! THIS PARTY'S GETTIN' TO BE A DRAG!
SPOK!
THAT DID IT!
HE'S BEGINNING TO TOPPLE.. LIKE A MOUNTAIN SLOWLY CRUMBLING!
BUT...HIS OUT-STRETCHED HAND GRABBED MY ARM!
IT WAS A REFLEX ACTION ON HIS PART... BUT IT'LL BRING ME DOWN JUST THE SAME!
NEVER BEFORE HAVE I BEEN SO UNCEREMONIOUSLY KNOCKED TO THE GROUND!
I DIDN'T THINK EVEN YOUR SPIDER STRENGTH COULD ACCOMPLISH SUCH A FEAT!
DOES THIS MEAN I'LL BE ABLE TO CALL ON YOU IF I EVER NEED A TESTIMONIAL?
HERE COMES THE IMPACT!! IT'S LIKE WATCHING A SLOW MOTION FILM!
HE'S TRYING TO TWIST MY ARM... BEND ME SO I HIT WITH MY HEAD!
BUT HE PICKED ON THE WRONG LITTLE WEB-SLINGER THIS TIME!
KTHUD!
FTAMM!
15.

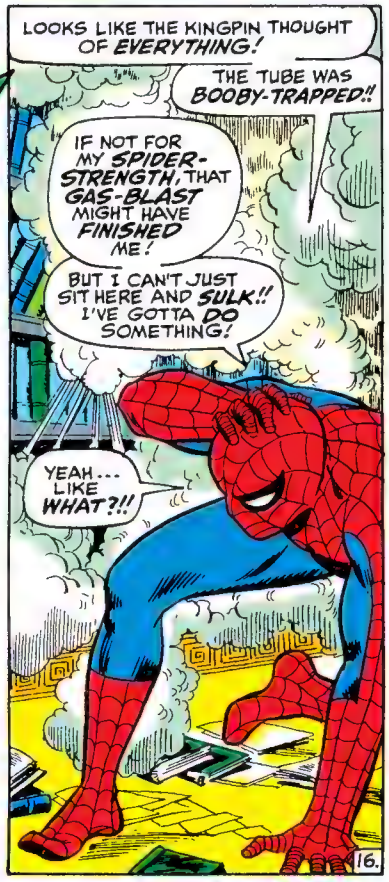
WOW!! HE BOUNCED RIGHT BACK UP LIKE A BASKET BALL!!
ONLY A FOOL CONTINUES TO FIGHT WHEN IT'S WISER TO FLEE AND FORMULATE A NEW SET OF PLANS!
AND THE KING-PIN IS NO FOOL!
THERE'S SOME SORT OF HIDDEN ESCAPE HATCH BEHIND THAT CURTAIN!

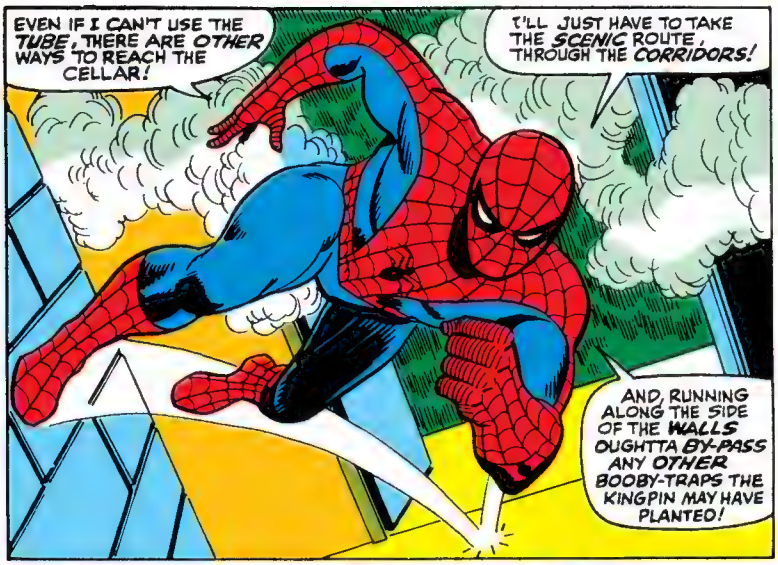
BUT... WHY WOULD HE RUN... BEFORE HE'S BEATEN?
NO MATTER WHAT ELSE I MAY THINK OF HIM... THAT BOZO IS NO COWARD!
SO THAT'S HIS ACE IN THE HOLE... A MAN-SIZED PNEUMATIC TUBE... FOR INSTANT ESCAPES!

HE'S HEADING STRAIGHT DOWN, TOWARDS...
OF COURSE!! THAT'S IT! THAT'S THE ANSWER!
HE SUDDENLY REALIZED IF I FREED MYSELF FROM THE DUNGEON, JAMESON MIGHT BE FREE, TOO!
AND WITH JOLLY JONAH ON THE LOOSE... HE CAN'T AFFORD TO WAIT AROUND FOR THE POLICE!
BUT... HOW CAN I BE SURE JAMESON DID ESCAPE??
WHAT IF HE'S STILL DOWN THERE... AND THE KINGPIN FINDS HIM??


ONLY ONE WAY TO FIND OUT!
I'VE GOTTA FORCE THIS THING OPEN, AND CRAWL DOWN THE TUBE AFTER HIM!


BUT THEN, SUDDENLY...
SHOOM!
UNHHH!


LOOKS LIKE THE KINGPIN THOUGHT OF EVERYTHING!
THE TUBE WAS BOOBY-TRAPPED!!
IF NOT FOR MY SPIDER-STRENGTH, THAT GAS-BLAST MIGHT HAVE FINISHED ME!
BUT I CAN'T JUST SIT HERE AND SULK!! I'VE GOTTA DO SOMETHING!
YEAH... LIKE WHAT?!!


EVEN IF I CAN'T USE THE TUBE, THERE ARE OTHER WAYS TO REACH THE CELLAR!
I'LL JUST HAVE TO TAKE THE SCENIC ROUTE, THROUGH THE CORRIDORS!
AND, RUNNING ALONG THE SIDE OF THE WALLS OUGHTTA BY-PASS ANY OTHER BOOBY-TRAPS THE KINGPIN MAY HAVE PLANTED!

WHILE, MOVING SOMEWHAT SLOWER, A SHORT DISTANCE AHEAD---
I THOUGHT I HEARD A GROAN... FROM AROUND THAT CORNER!
IF IT'S JAMESON.. IT MEANS HE'S STILL ALIVE!

PLINK!
PLUNK!
PLINK..!
OHHHH... MY HEAD..!
WHERE AM I? ...WHAT HAPPENED?!
WHO'S POUNDING ON ME... WITH A SLEDGE HAMMER..?

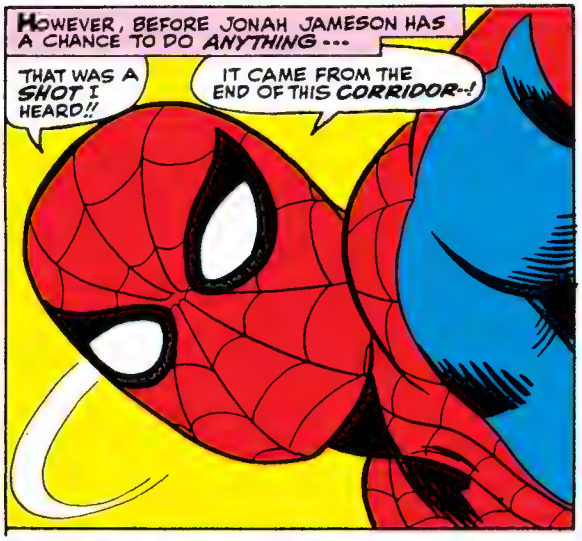
I REMEMBER NOW!!
THE KINGPIN... HE TRIED TO KILL ME!!
AND THEN... SPIDER-MAN THREATENED ME!!
EVEN FOSWELL TURNED AGAINST.. WAIT!!
WHAT'S THIS..ON MY HEAD..?

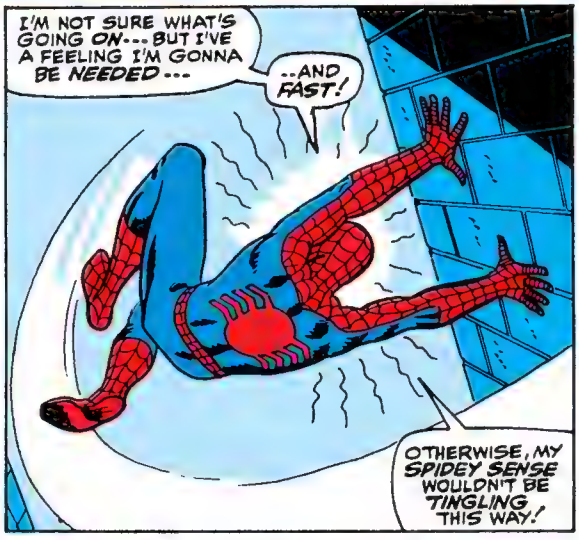
IT'S WET!!
IT MUST BE BLOOD!!
I'M WOUNDED!! I'M DYING!!
HELP!! SOMEONE HELLLP!

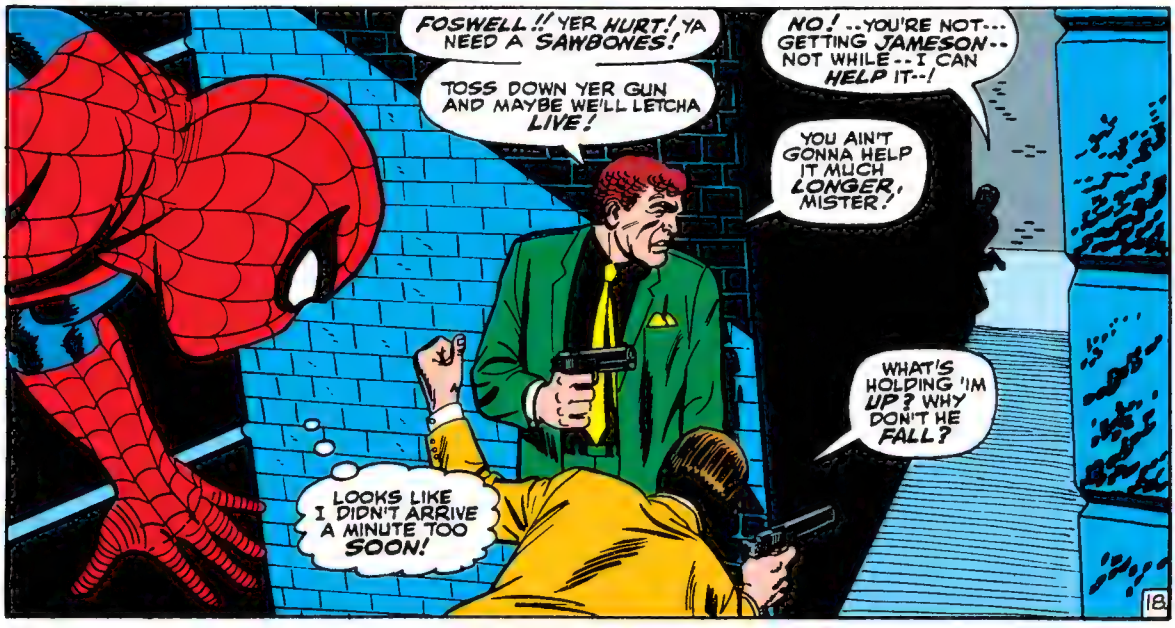
LOOK! IT'S JAMESON!
WE'RE IN LUCK! LET'S GET 'IM---!
THE KINGPIN'S GUNMEN!! NOOOO!
HE SOUNDS SCARED!
IT FIGGERS!

THEY'VE GOT GUNS!
WHERE CAN I RUN?? WHAT CAN I -- HUH?!!
ANOTHER ONE!!
IT'S FOSWELL!
JAMESON!! TURN THIS CORNER--QUICK!!
YOU'RE THE ONLY ONE WHO EVER HELPED ME--OR GAVE ME A SECOND CHANCE--!
I DIDN'T WANT YOU TO BE HURT!
I'LL HOLD 'EM OFF FOR YOU---SOMEHOW!
HURRY, MAN---HURRY!

YOU FOOL! YOU SHOT FOSWELL!
SO WHAT?
HE WAS TRYIN' TO PROTECT JAMESON, WUZN'T HE?
GIT BACK BEHIND THE WALL!
AS LONG AS HE'S HOLDIN' THAT GUN, HE'S DANGEROUS!
:UNHHHH!!:
YOU--TOOK THE SHOT-- THAT WAS INTENDED-- FOR ME!!
I DON'T UNDERSTAND!!
I DON'T GET... ANY OF THIS..!!
BUT..YOU'RE HURT!!..HURT BAD!
WHAT DO WE DO NOW?!!
CRACK!


HOWEVER, BEFORE JONAH JAMESON HAS A CHANCE TO DO ANYTHING ---
THAT WAS A SHOT I HEARD!!
IT CAME FROM THE END OF THIS CORRIDOR--!

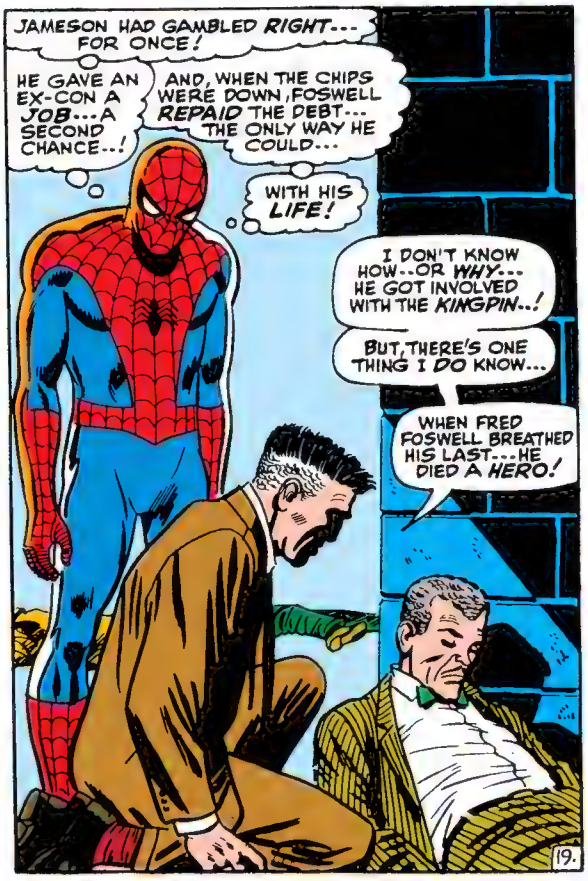

I'M NOT SURE WHAT'S GOING ON--- BUT I'VE A FEELING I'M GONNA BE NEEDED ---
--AND FAST!
OTHERWISE, MY SPIDEY SENSE WOULDN'T BE TINGLING THIS WAY!

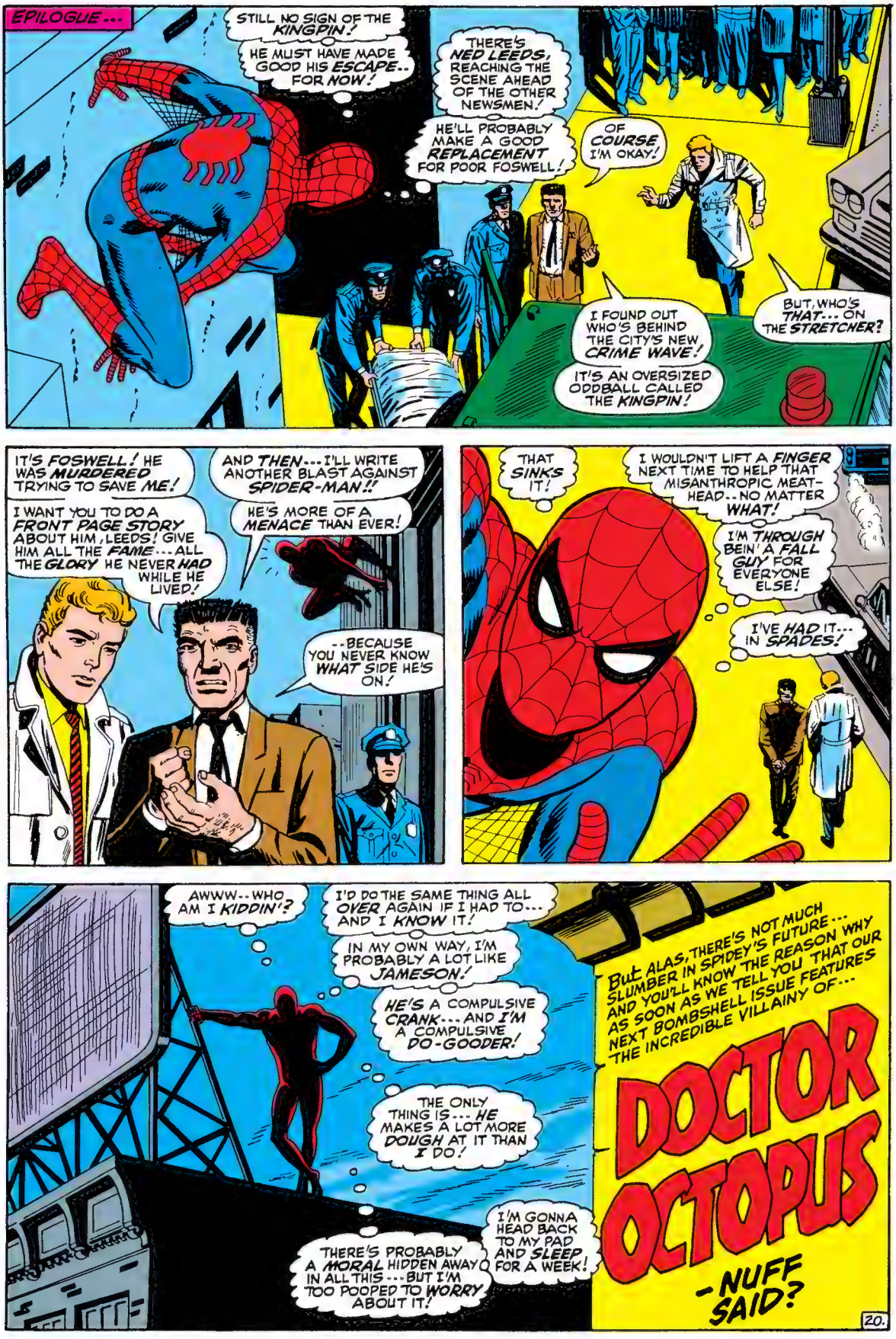

FOSWELL!! YER HURT! YA NEED A SAWBONES!
TOSS DOWN YER GUN AND MAYBE WE'LL LETCHA LIVE!
NO! --YOU'RE NOT--- GETTING JAMESON-- NOT WHILE--I CAN HELP IT--!
YOU AIN'T GONNA HELP IT MUCH LONGER, MISTER!
WHAT'S HOLDING 'IM UP? WHY DON'T HE FALL?
LOOKS LIKE I DIDN'T ARRIVE A MINUTE TOO SOON!

YOU'VE HAD IT, PUNKS!
THIS IS THE END OF THE LINE ... FOR BOTH OF YOU!
BLAST 'IM ... WHILE YA CAN!!
IT'S THE WEB-SLINGER!

BLAST ME YOU CAN'T..
NOT NOW.. OR EVER!
STOP SHOWING-OFF, YOU MUSCLE-BOUND MISFIT!!
FOSWELL NEEDS A DOCTOR... HE'S DYING!
ZONK
TOO LATE FOR DOCTOR..!
BETTER.. THIS WAY..!
..I FAILED.. AT.. EVERYTHING..!

FOSWELL! FOSWELL!
HE..HE'S DEAD!!
WHO CAN PREDICT WHAT ANY MAN WILL DO?
FOSWELL SACRIFICED HIMSELF..TO SAVE ANOTHER


JAMESON HAD GAMBLED RIGHT... FOR ONCE!
HE GAVE AN EX-CON A JOB... A SECOND CHANCE..!
AND, WHEN THE CHIPS WERE DOWN, FOSWELL REPAID THE DEBT... THE ONLY WAY HE COULD...
WITH HIS LIFE!
I DON'T KNOW HOW..OR WHY... HE GOT INVOLVED WITH THE KINGPIN..!
BUT, THERE'S ONE THING I DO KNOW...
WHEN FRED FOSWELL BREATHED HIS LAST... HE DIED A HERO!


EPILOGUE...
STILL NO SIGN OF THE KINGPIN!
HE MUST HAVE MADE GOOD HIS ESCAPE.. FOR NOW!
THERE'S NED LEEDS, REACHING THE SCENE AHEAD OF THE OTHER NEWSMEN!
HE'LL PROBABLY MAKE A GOOD REPLACEMENT FOR POOR FOSWELL!
OF COURSE I'M OKAY!
I FOUND OUT WHO'S BEHIND THE CITY'S NEW CRIME WAVE!
IT'S AN OVERSIZED ODDBALL CALLED THE KINGPIN!
BUT, WHO'S THAT... ON THE STRETCHER?
IT'S FOSWELL! HE WAS MURDERED TRYING TO SAVE ME!
I WANT YOU TO DO A FRONT PAGE STORY ABOUT HIM, LEEDS! GIVE HIM ALL THE FAME... ALL THE GLORY HE NEVER HAD WHILE HE LIVED!
AND THEN... I'LL WRITE ANOTHER BLAST AGAINST SPIDER-MAN!!
HE'S MORE OF A MENACE THAN EVER!
..BECAUSE YOU NEVER KNOW WHAT SIDE HE'S ON!
THAT SINKS IT!
I WOULDN'T LIFT A FINGER NEXT TIME TO HELP THAT MISANTHROPIC MEAT-HEAD.. NO MATTER WHAT!
I'M THROUGH BEIN' A FALL GUY FOR EVERYONE ELSE!
I'VE HAD IT... IN SPADES!
AWWW.. WHO AM I KIDDIN'?
I'D DO THE SAME THING ALL OVER AGAIN IF I HAD TO... AND I KNOW IT!
IN MY OWN WAY, I'M PROBABLY A LOT LIKE JAMESON!
HE'S A COMPULSIVE CRANK... AND I'M A COMPULSIVE DO-GOODER!
THE ONLY THING IS... HE MAKES A LOT MORE DOUGH AT IT THAN I DO!
THERE'S PROBABLY A MORAL HIDDEN AWAY IN ALL THIS... BUT I'M TOO POOPED TO WORRY ABOUT IT!
I'M GONNA HEAD BACK TO MY PAD AND SLEEP FOR A WEEK!
But ALAS, THERE'S NOT MUCH SLUMBER IN SPIDEY'S FUTURE... AND YOU'LL KNOW THE REASON WHY AS SOON AS WE TELL YOU THAT OUR NEXT BOMBSHELL ISSUE FEATURES THE INCREDIBLE VILLAINY OF...
DOCTOR OCTOPUS
-NUFF SAID?

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THE SOUND OF DESPERATE SHOUTING --THE SCREECHING OF BRAKES--FROM AROUND THE CORNER!
I'D BETTER SWING ON DOWN AND SEE WHAT'S SHAKIN'!
MYSTERY-LOVERS! WE'VE GOT A GOOFY NEW TREAT FOR YOU! ALL WE'RE TELLING IS THAT OUR LILTIN' LEADER, STAN (THE MAN) LEE SCRIPTED THIS YARN, MICKEY (EVER-DELIGHTFUL) DEMEO DID THE INKING, AND ADORABLE JERRY FELDMANN DID THE LOVABLE LETTERING! BUT, WE'RE KEEPING THE PENCILLER'S IDENTITY A SECRET TILL THE END! AND SO--
--YOU'VE GOT THE WHOLE FRENZIED ISSUE TO FIGURE OUT WHO HE IS! IZZIT A DEAL? THEN LET'S TAKE OFF--!

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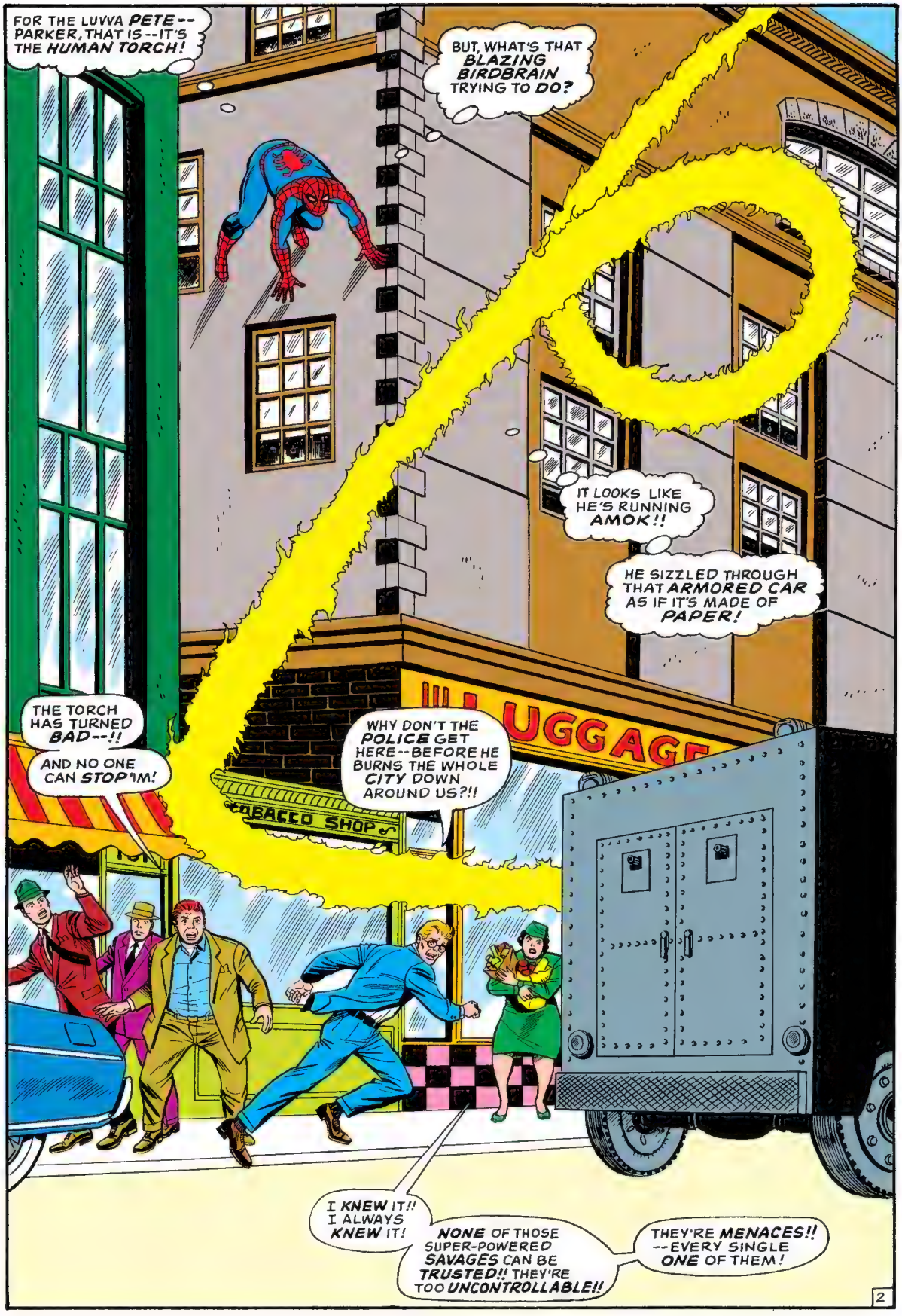
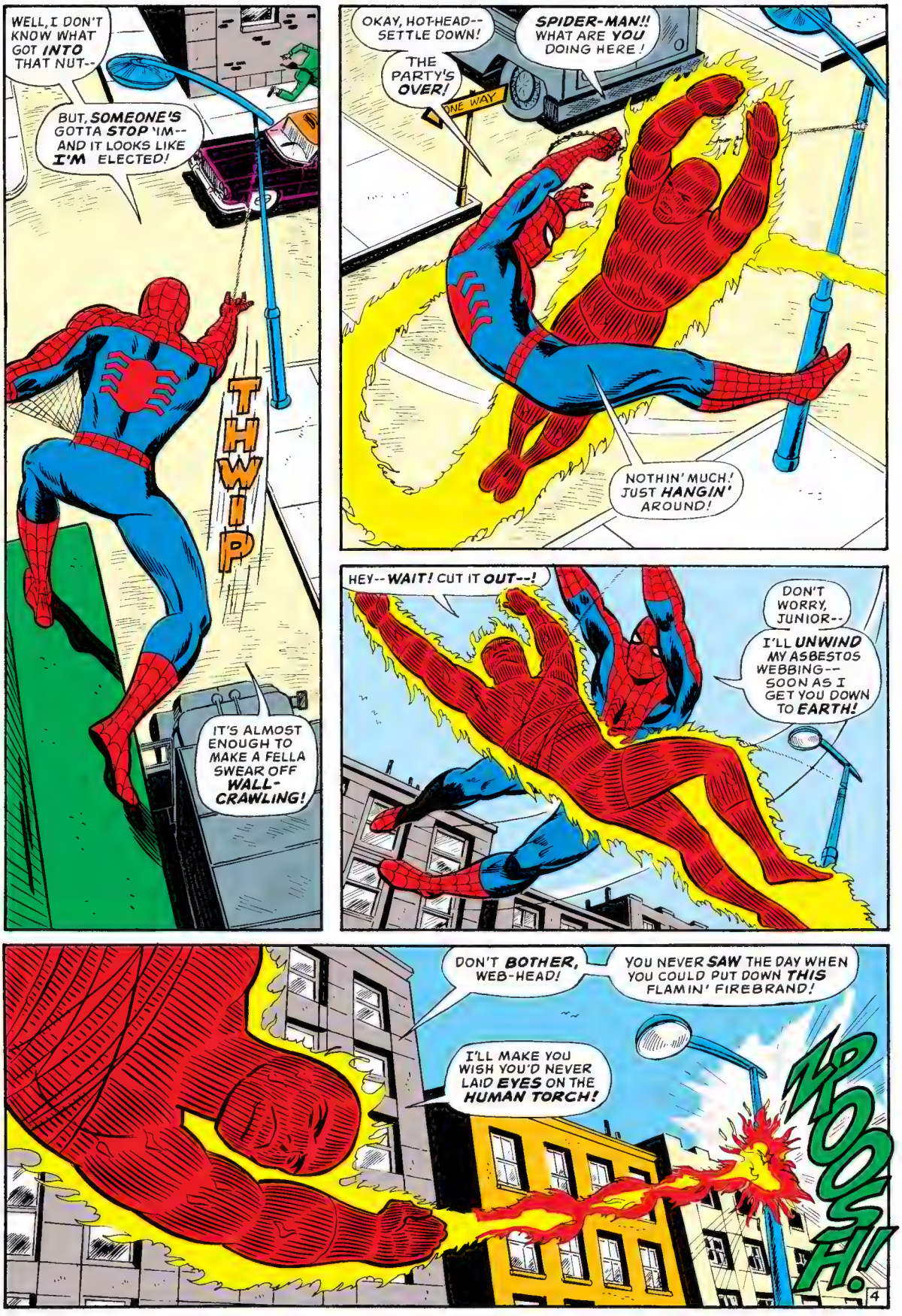
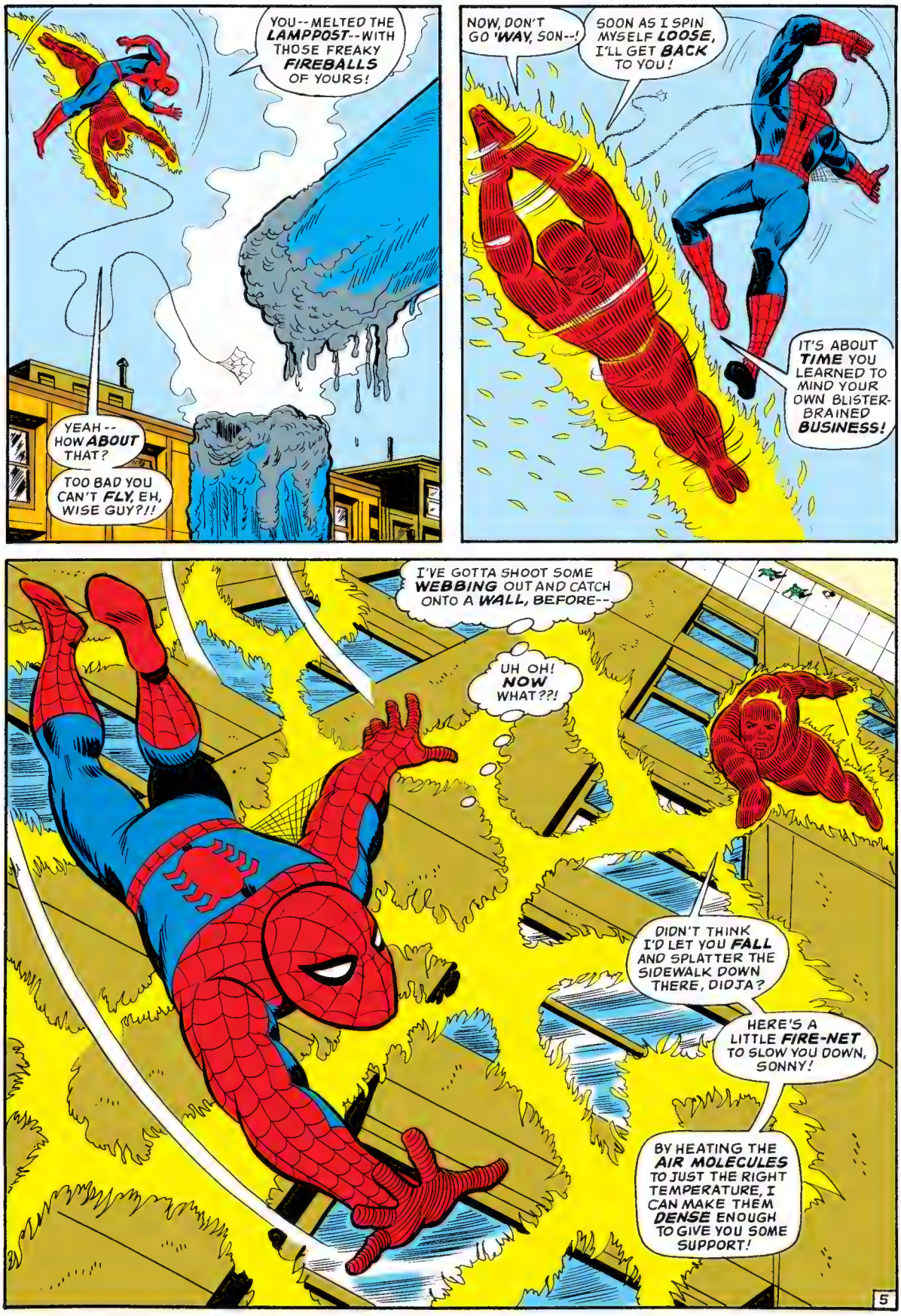
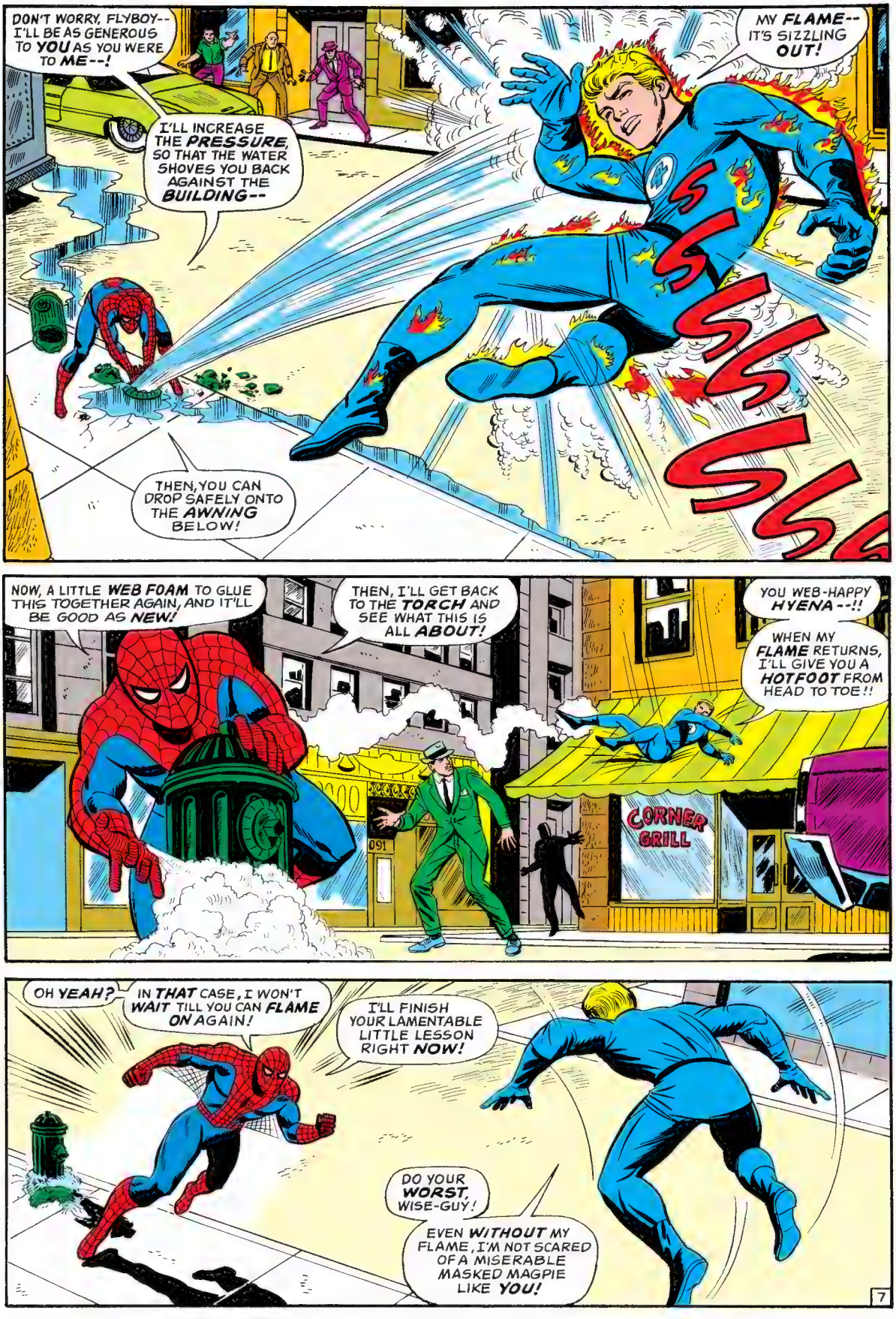

FOR THE LUVVA PETE--PARKER, THAT IS--IT'S THE HUMAN TORCH!
BUT, WHAT'S THAT BLAZING BIRDBRAIN TRYING TO DO?
IT LOOKS LIKE HE'S RUNNING AMOK!!
HE SIZZLED THROUGH THAT ARMORED CAR AS IF IT'S MADE OF PAPER!
THE TORCH HAS TURNED BAD--!!
AND NO ONE CAN STOP 'IM!
WHY DON'T THE POLICE GET HERE--BEFORE HE BURNS THE WHOLE CITY DOWN AROUND US?!!
UGGAGE
TOBACCO SHOP
I KNEW IT!! I ALWAYS KNEW IT!
NONE OF THOSE SUPER-POWERED SAVAGES CAN BE TRUSTED!! THEY'RE TOO UNCONTROLLABLE!!
THEY'RE MENACES!! --EVERY SINGLE ONE OF THEM!

FLAME ON!
GANGWAY, WORLD!!
ON YOUR FEET-- CLEAR THE STREET!! MAKE WAY FOR THE ZOOMIN', FUMIN', HUMAN TORCH!
WHY DOESN'T SOMEONE STOP HIM?
GOOD IDEA, PAL!
NOW, SUPPOSE YOU TELL US --WHO'S GONNA DO IT??!
BAR AND GRILL

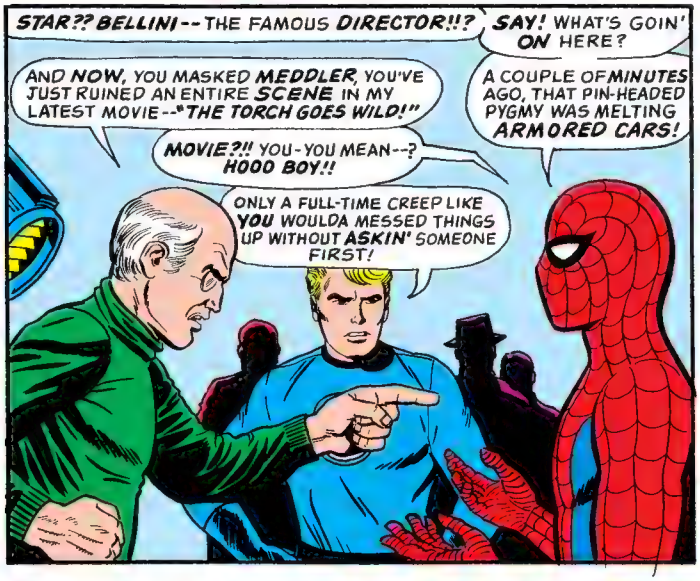

WELL, I DON'T KNOW WHAT GOT INTO THAT NUT--
BUT, SOMEONE'S GOTTA STOP 'IM-- AND IT LOOKS LIKE I'M ELECTED!
THWIP
IT'S ALMOST ENOUGH TO MAKE A FELLA SWEAR OFF WALL-CRAWLING!
OKAY, HOT-HEAD-- SETTLE DOWN!
THE PARTY'S OVER!
ONE WAY
SPIDER-MAN!! WHAT ARE YOU DOING HERE!
NOTHIN' MUCH! JUST HANGIN' AROUND!
HEY-- WAIT! CUT IT OUT--!
DON'T WORRY, JUNIOR--
I'LL UNWIND MY ASBESTOS WEBBING-- SOON AS I GET YOU DOWN TO EARTH!
DON'T BOTHER, WEB-HEAD!
YOU NEVER SAW THE DAY WHEN YOU COULD PUT DOWN THIS FLAMIN' FIREBRAND!
I'LL MAKE YOU WISH YOU'D NEVER LAID EYES ON THE HUMAN TORCH!
WOOSH!
4


YOU--MELTED THE LAMPPOST--WITH THOSE FREAKY FIREBALLS OF YOURS!
YEAH--HOW ABOUT THAT?
TOO BAD YOU CAN'T FLY, EH, WISE GUY?!!
NOW, DON'T GO 'WAY, SON--!
SOON AS I SPIN MYSELF LOOSE, I'LL GET BACK TO YOU!
IT'S ABOUT TIME YOU LEARNED TO MIND YOUR OWN BLISTER-BRAINED BUSINESS!
I'VE GOTTA SHOOT SOME WEBBING OUT AND CATCH ONTO A WALL, BEFORE--
UH OH! NOW WHAT??!
DIDN'T THINK I'D LET YOU FALL AND SPLATTER THE SIDEWALK DOWN THERE, DIDJA?
HERE'S A LITTLE FIRE-NET TO SLOW YOU DOWN, SONNY!
BY HEATING THE AIR MOLECULES TO JUST THE RIGHT TEMPERATURE, I CAN MAKE THEM DENSE ENOUGH TO GIVE YOU SOME SUPPORT!
5

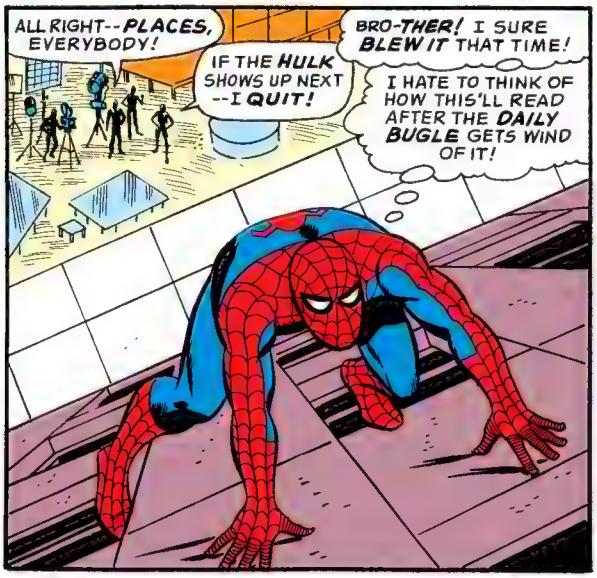
YOU'RE ALL HEART, TORCH!
BUT YOU'RE STILL A FLAMIN' FINK!
THAT'S NOTHING TO WHAT YOU'LL CALL ME AFTER YOU LAND--!
'CAUSE I'M JUST NATURALLY GONNA MOP UP THE LANDSCAPE WITH YOU!
MOD SHOP
'ZAT SO?
WELL, HERE'S YOUR CHANCE TO TRY IT!
THAT'S IT, MATCH-HEAD--JUST A LITTLE CLOSER--!
SKRAKK!
HERE HE COMES!! HE'S EXACTLY IN POSITION!
NOW!
SHOOSH!
6

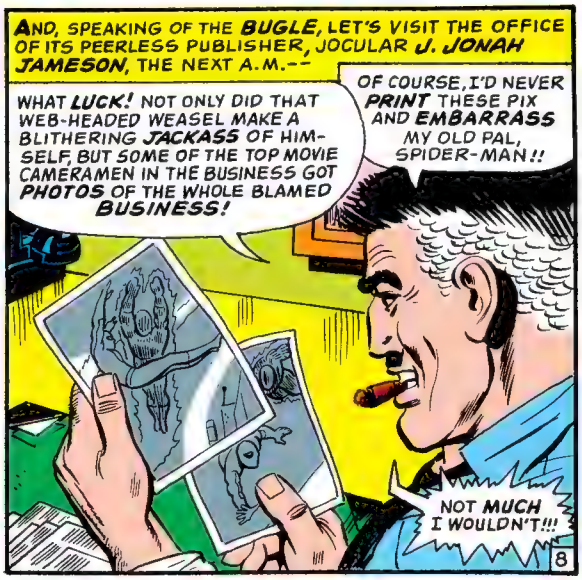

DON'T WORRY, FLYBOY--I'LL BE AS GENEROUS TO YOU AS YOU WERE TO ME--!
I'LL INCREASE THE PRESSURE, SO THAT THE WATER SHOVES YOU BACK AGAINST THE BUILDING--
THEN, YOU CAN DROP SAFELY ONTO THE AWNING BELOW!
MY FLAME--IT'S SIZZLING OUT!
SSSSSS
NOW, A LITTLE WEB FOAM TO GLUE THIS TOGETHER AGAIN, AND IT'LL BE GOOD AS NEW!
THEN, I'LL GET BACK TO THE TORCH AND SEE WHAT THIS IS ALL ABOUT!
YOU WEB-HAPPY HYENA--!!
WHEN MY FLAME RETURNS, I'LL GIVE YOU A HOTFOOT FROM HEAD TO TOE!!
CORNER GRILL
091
OH YEAH?
IN THAT CASE, I WON'T WAIT TILL YOU CAN FLAME ON AGAIN!
I'LL FINISH YOUR LAMENTABLE LITTLE LESSON RIGHT NOW!
DO YOUR WORST, WISE-GUY!
EVEN WITHOUT MY FLAME, I'M NOT SCARED OF A MISERABLE MASKED MAGPIE LIKE YOU!

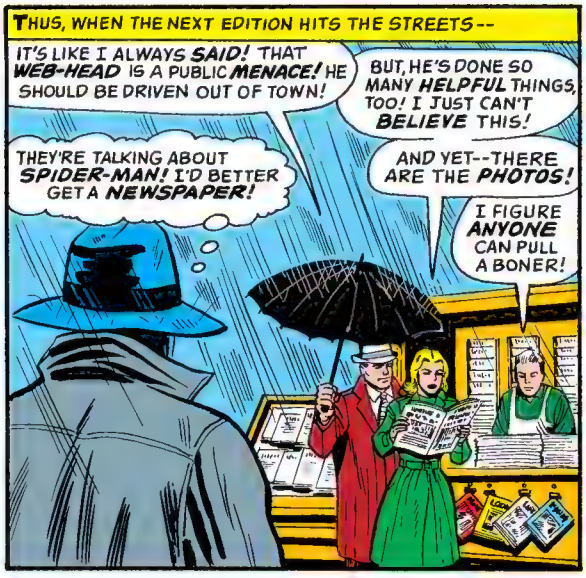
BUT THEN, SUDDENLY---
HOLD IT! HOLD IT!
HUH? NOW WHAT--?
WHO'RE YOU??
DON'T STOP US NOW, MR. BELLINI!
NOT TILL I PULVERIZE 'IM!
NO! NO! NO! YOU'RE MY STAR! I CAN'T HAVE YOU ENGAGING IN A COMMON BRAWL!!


STAR?? BELLINI -- THE FAMOUS DIRECTOR!!?
SAY! WHAT'S GOIN' ON HERE?
AND NOW, YOU MASKED MEDDLER, YOU'VE JUST RUINED AN ENTIRE SCENE IN MY LATEST MOVIE--"THE TORCH GOES WILD!"
A COUPLE OF MINUTES AGO, THAT PIN-HEADED PYGMY WAS MELTING ARMORED CARS!
MOVIE?!! YOU-YOU MEAN--? HOOO BOY!!
ONLY A FULL-TIME CREEP LIKE YOU WOULDA MESSED THINGS UP WITHOUT ASKIN' SOMEONE FIRST!

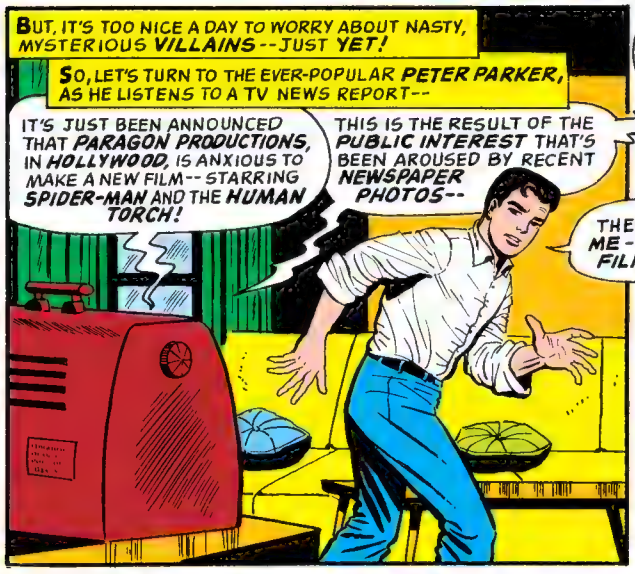
IT'S YOUR OWN FAULT, USELESS!
WELL, THAT'S SHOW BIZ!
YOU'RE JUST TOO GOOD AN ACTOR!
THEY OUGHTTA LOCK UP A NUT LIKE HIM!
AND DON'T COME BACK!


ALL RIGHT--PLACES, EVERYBODY!
IF THE HULK SHOWS UP NEXT --I QUIT!
BRO-THER! I SURE BLEW IT THAT TIME!
I HATE TO THINK OF HOW THIS'LL READ AFTER THE DAILY BUGLE GETS WIND OF IT!

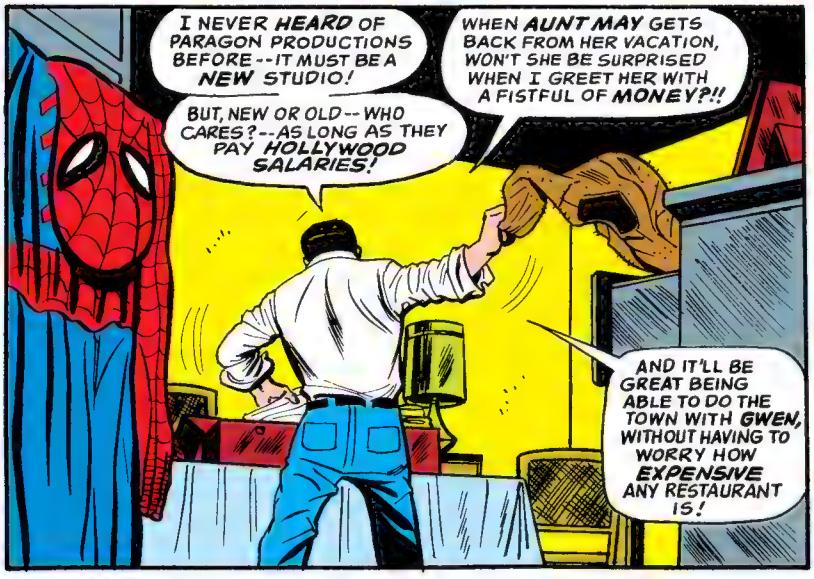

AND, SPEAKING OF THE BUGLE, LET'S VISIT THE OFFICE OF ITS PEERLESS PUBLISHER, JOCULAR J. JONAH JAMESON, THE NEXT A.M.--
WHAT LUCK! NOT ONLY DID THAT WEB-HEADED WEASEL MAKE A BLITHERING JACKASS OF HIMSELF, BUT SOME OF THE TOP MOVIE CAMERAMEN IN THE BUSINESS GOT PHOTOS OF THE WHOLE BLAMED BUSINESS!
OF COURSE, I'D NEVER PRINT THESE PIX AND EMBARRASS MY OLD PAL, SPIDER-MAN!!
NOT MUCH I WOULDN'T!!!


THUS, WHEN THE NEXT EDITION HITS THE STREETS--
IT'S LIKE I ALWAYS SAID! THAT WEB-HEAD IS A PUBLIC MENACE! HE SHOULD BE DRIVEN OUT OF TOWN!
BUT, HE'S DONE SO MANY HELPFUL THINGS, TOO! I JUST CAN'T BELIEVE THIS!
THEY'RE TALKING ABOUT SPIDER-MAN! I'D BETTER GET A NEWSPAPER!
AND YET--THERE ARE THE PHOTOS!
I FIGURE ANYONE CAN PULL A BONER!

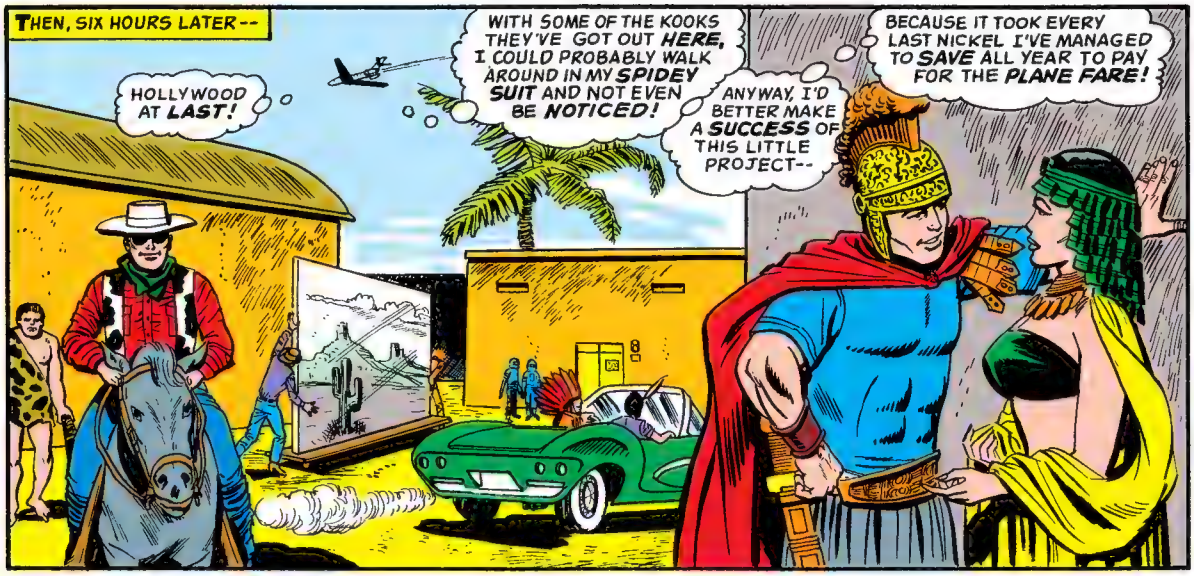
SO! THE ACCURSED HUMAN TORCH IS FILMING A MOVIE--AND THAT FOOL WEB-SLINGER BLUNDERED IN AND ALMOST RUINED EVERYTHING!
WELL WELL!! HOW VERY INTERESTING!
THAT GIVES ME A MOST DANGEROUS IDEA--!!
DANGEROUS FOR THEM, THAT IS!

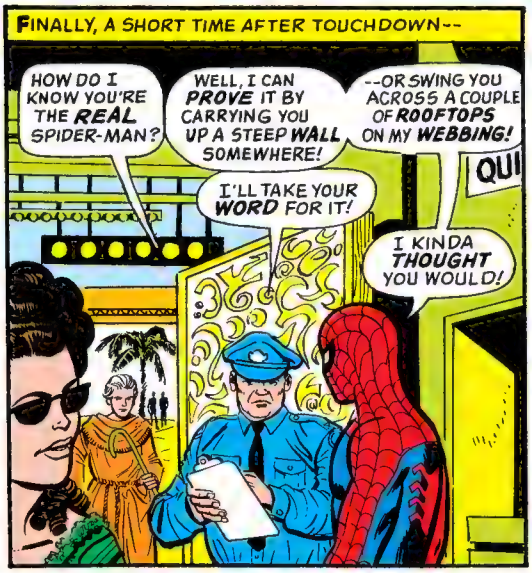

BUT, IT'S TOO NICE A DAY TO WORRY ABOUT NASTY, MYSTERIOUS VILLAINS--JUST YET!
SO, LET'S TURN TO THE EVER-POPULAR PETER PARKER, AS HE LISTENS TO A TV NEWS REPORT--
IT'S JUST BEEN ANNOUNCED THAT PARAGON PRODUCTIONS, IN HOLLYWOOD, IS ANXIOUS TO MAKE A NEW FILM--STARRING SPIDER-MAN AND THE HUMAN TORCH!
THIS IS THE RESULT OF THE PUBLIC INTEREST THAT'S BEEN AROUSED BY RECENT NEWSPAPER PHOTOS--

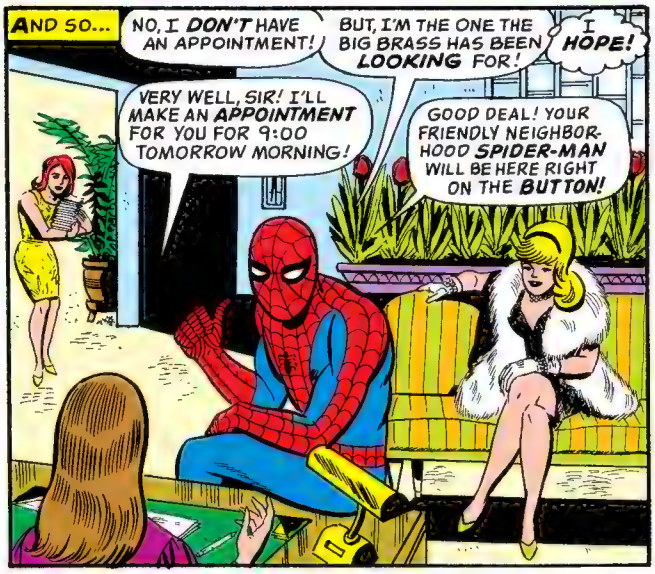
PARAGON FEELS THAT ANY FILM FEATURING A BATTLE BETWEEN THE TORCH AND SPIDER-MAN WOULD BE THE YEAR'S BIGGEST SMASH HIT!
THE TORCH HAS ALREADY CONSENTED--AND A NATIONWIDE SEARCH IS IN PROGRESS--TO FIND SPIDER-MAN!
THEY WANT ME--FOR A FILM?!!
HMM...A CHANCE FOR SOME REAL MONEY--AT LAST!
THEY WON'T HAVE TO SEARCH MUCH LONGER!


I NEVER HEARD OF PARAGON PRODUCTIONS BEFORE--IT MUST BE A NEW STUDIO!
WHEN AUNT MAY GETS BACK FROM HER VACATION, WON'T SHE BE SURPRISED WHEN I GREET HER WITH A FISTFUL OF MONEY?!!
BUT, NEW OR OLD--WHO CARES?--AS LONG AS THEY PAY HOLLYWOOD SALARIES!
AND IT'LL BE GREAT BEING ABLE TO DO THE TOWN WITH GWEN, WITHOUT HAVING TO WORRY HOW EXPENSIVE ANY RESTAURANT IS!

AND SO, A SHORT TIME LATER, A ROARING JET WINGS SWIFTLY WESTWARD--CARRYING A YOUTHFUL PASSENGER TO FAR MORE ADVENTURE THAN HE SUSPECTS--!
IT'LL BE A BLAST IF I GET AN OSCAR--AND THE TORCH DOESN'T!!

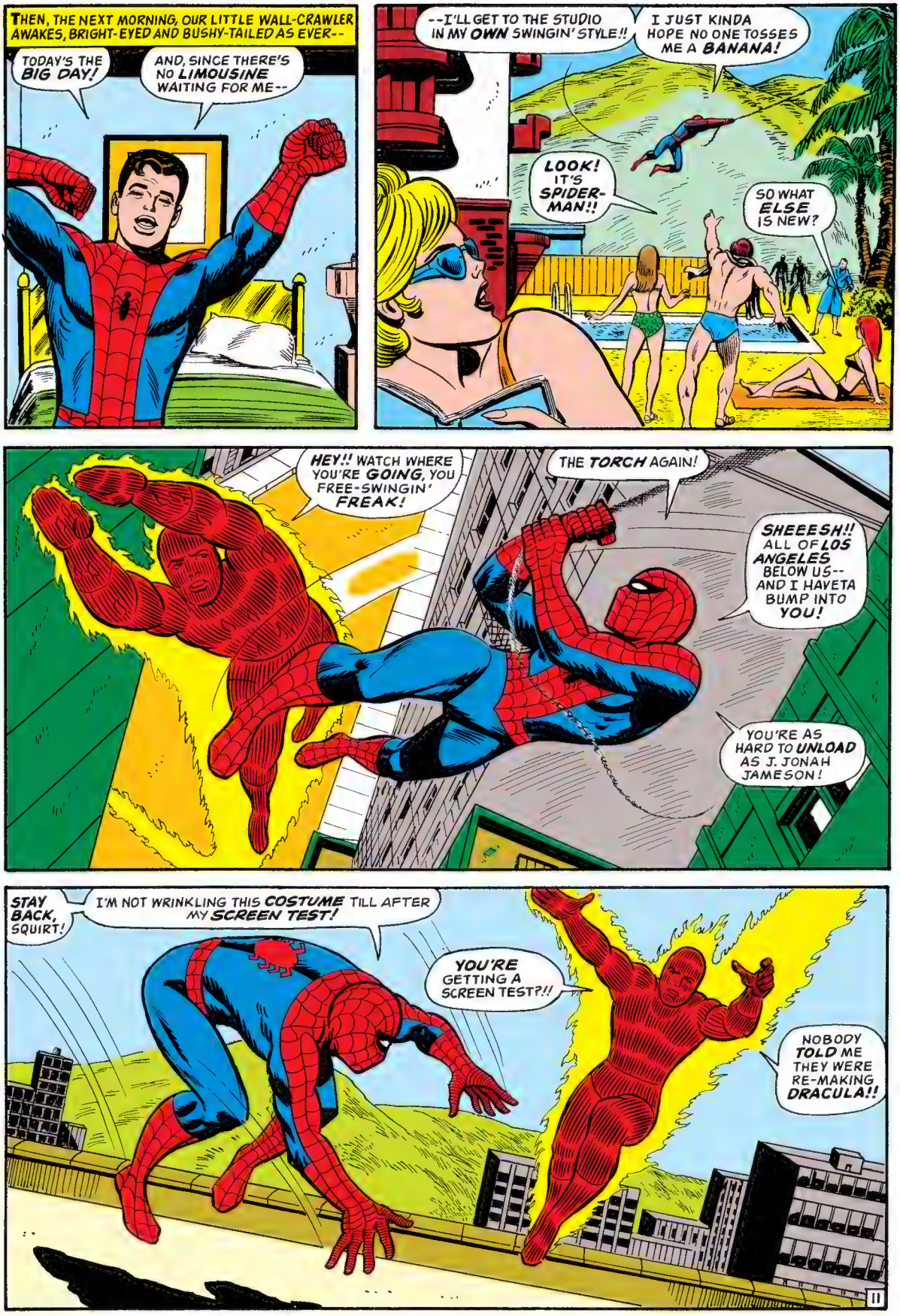

THEN, SIX HOURS LATER--
HOLLYWOOD AT LAST!
WITH SOME OF THE KOOKS THEY'VE GOT OUT HERE, I COULD PROBABLY WALK AROUND IN MY SPIDEY SUIT AND NOT EVEN BE NOTICED!
ANYWAY, I'D BETTER MAKE A SUCCESS OF THIS LITTLE PROJECT--
BECAUSE IT TOOK EVERY LAST NICKEL I'VE MANAGED TO SAVE ALL YEAR TO PAY FOR THE PLANE FARE!

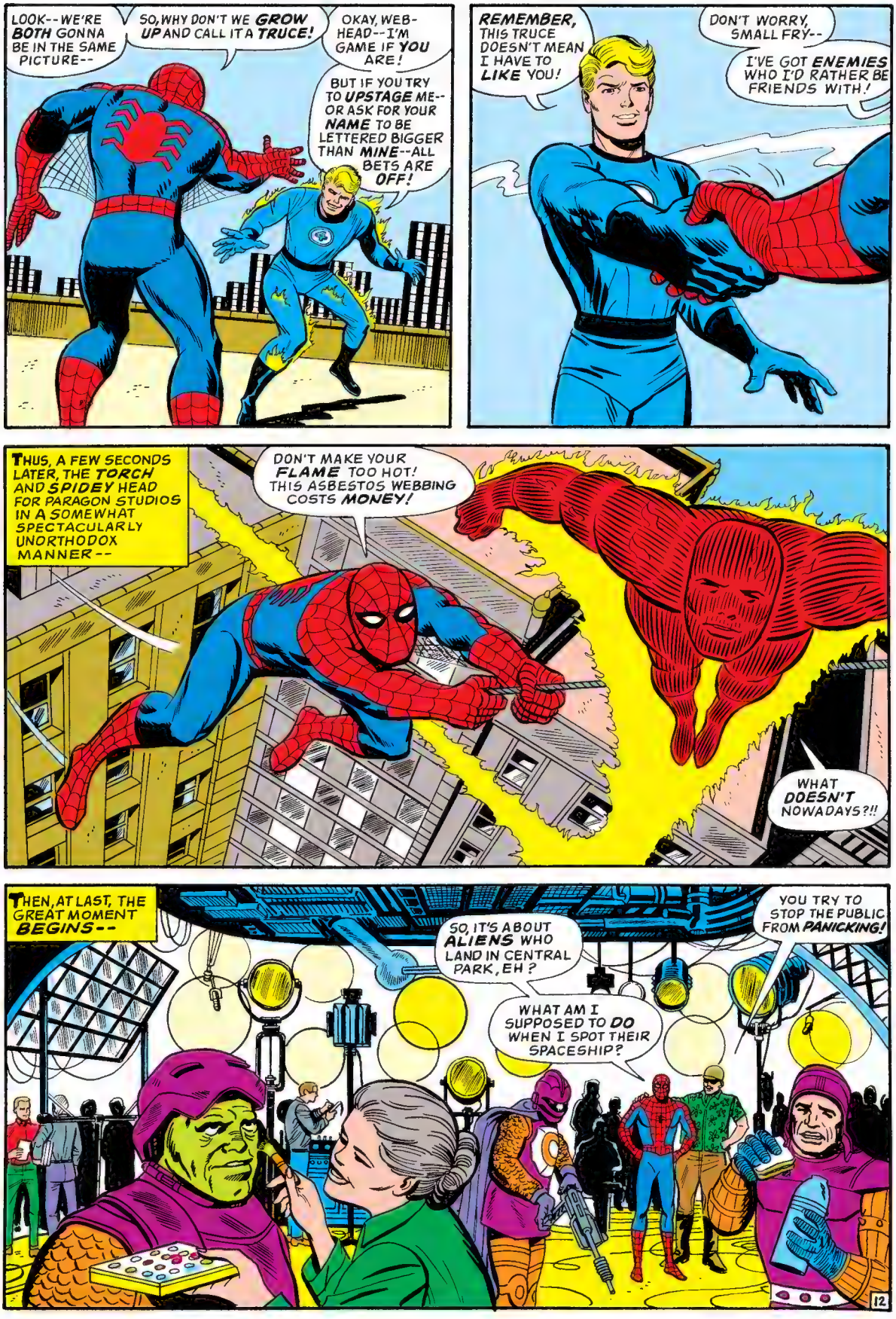

FINALLY, A SHORT TIME AFTER TOUCHDOWN--
HOW DO I KNOW YOU'RE THE REAL SPIDER-MAN?
WELL, I CAN PROVE IT BY CARRYING YOU UP A STEEP WALL SOMEWHERE!
--OR SWING YOU ACROSS A COUPLE OF ROOFTOPS ON MY WEBBING!
I'LL TAKE YOUR WORD FOR IT!
I KINDA THOUGHT YOU WOULD!


AND SO...
NO, I DON'T HAVE AN APPOINTMENT!
BUT, I'M THE ONE THE BIG BRASS HAS BEEN LOOKING FOR!
I HOPE!
VERY WELL, SIR! I'LL MAKE AN APPOINTMENT FOR YOU FOR 9:00 TOMORROW MORNING!
GOOD DEAL! YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN WILL BE HERE RIGHT ON THE BUTTON!

IT WORKED! HE SNAPPED AT THE BAIT--JUST AS I KNEW HE WOULD!
BY THE TIME HE REALIZES HE IS THE VICTIM OF A FANTASTIC, DEADLY PLOT--IT WILL BE TOO LATE--TOO LATE FOR ANYTHING, EXCEPT HIS FINAL DEFEAT!

HOW DID IT GO? DID HE SUSPECT ANYTHING?
NO! NOT A THING! THIS WILL BE OUR GREATEST TRIUMPH!
BEFORE WE ARE DONE, WE WILL HAVE BROUGHT ABOUT THE DESTRUCTION OF BOTH THE MASKED WEB-SPINNER--AND THE HUMAN TORCH!


THEN, THE NEXT MORNING, OUR LITTLE WALL-CRAWLER AWAKES, BRIGHT-EYED AND BUSHY-TAILED AS EVER--
TODAY'S THE BIG DAY!
AND, SINCE THERE'S NO LIMOUSINE WAITING FOR ME--
--I'LL GET TO THE STUDIO IN MY OWN SWINGIN' STYLE!!
I JUST KINDA HOPE NO ONE TOSSES ME A BANANA!
LOOK! IT'S SPIDER-MAN!!
SO WHAT ELSE IS NEW?
HEY!! WATCH WHERE YOU'RE GOING, YOU FREE-SWINGIN' FREAK!
THE TORCH AGAIN!
SHEEESH!! ALL OF LOS ANGELES BELOW US-- AND I HAVETA BUMP INTO YOU!
YOU'RE AS HARD TO UNLOAD AS J. JONAH JAMESON!
STAY BACK, SQUIRT!
I'M NOT WRINKLING THIS COSTUME TILL AFTER MY SCREEN TEST!
YOU'RE GETTING A SCREEN TEST?!!
NOBODY TOLD ME THEY WERE RE-MAKING DRACULA!!

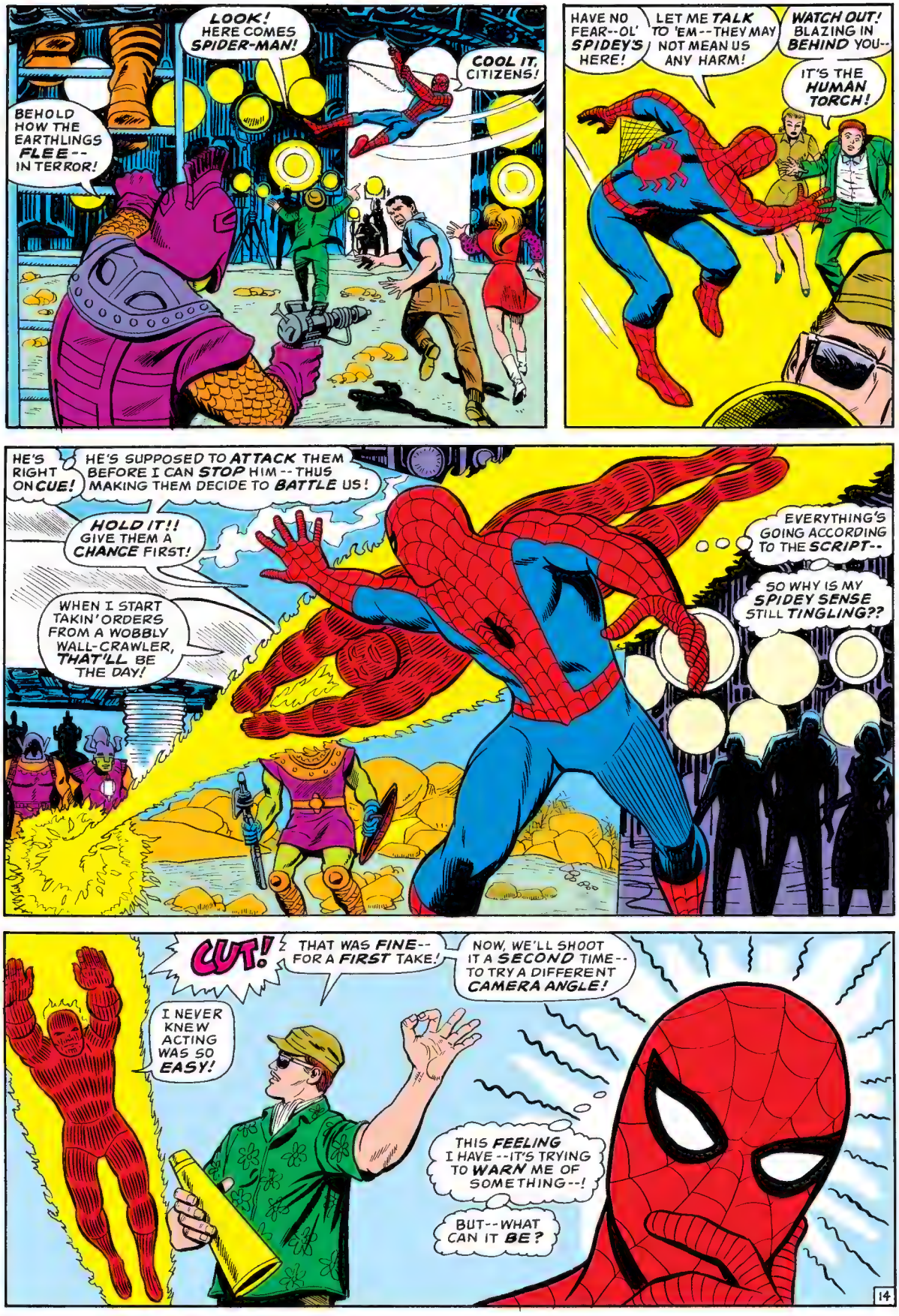

LOOK--WE'RE BOTH GONNA BE IN THE SAME PICTURE--
SO, WHY DON'T WE GROW UP AND CALL IT A TRUCE!
OKAY, WEB-HEAD--I'M GAME IF YOU ARE!
BUT IF YOU TRY TO UPSTAGE ME--OR ASK FOR YOUR NAME TO BE LETTERED BIGGER THAN MINE--ALL BETS ARE OFF!
REMEMBER, THIS TRUCE DOESN'T MEAN I HAVE TO LIKE YOU!
DON'T WORRY, SMALL FRY--
I'VE GOT ENEMIES WHO I'D RATHER BE FRIENDS WITH!
THUS, A FEW SECONDS LATER, THE TORCH AND SPIDEY HEAD FOR PARAGON STUDIOS IN A SOMEWHAT SPECTACULARLY UNORTHODOX MANNER--
DON'T MAKE YOUR FLAME TOO HOT! THIS ASBESTOS WEBBING COSTS MONEY!
WHAT DOESN'T NOWADAYS?!!
THEN, AT LAST, THE GREAT MOMENT BEGINS--
SO, IT'S ABOUT ALIENS WHO LAND IN CENTRAL PARK, EH?
WHAT AM I SUPPOSED TO DO WHEN I SPOT THEIR SPACESHIP?
YOU TRY TO STOP THE PUBLIC FROM PANICKING!

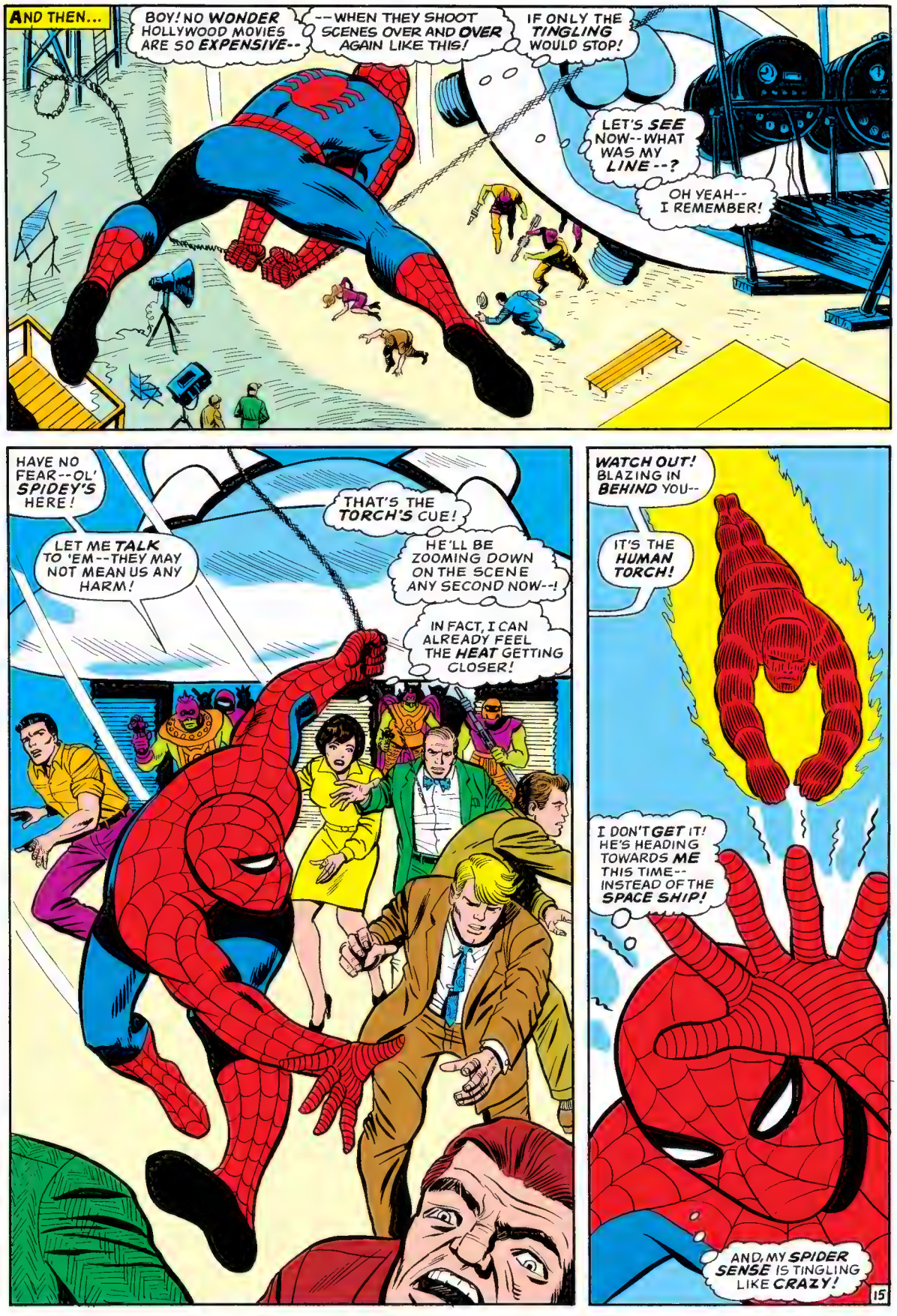
OKAY--LET'S GET THINGS ROLLIN'!
WHERE'S THE TORCH?
THE PLOT SOUNDS KINDA CORNY TO ME--
BUT I SHOULD WORRY!
--JUST SO LONG AS THEY PAY ME!

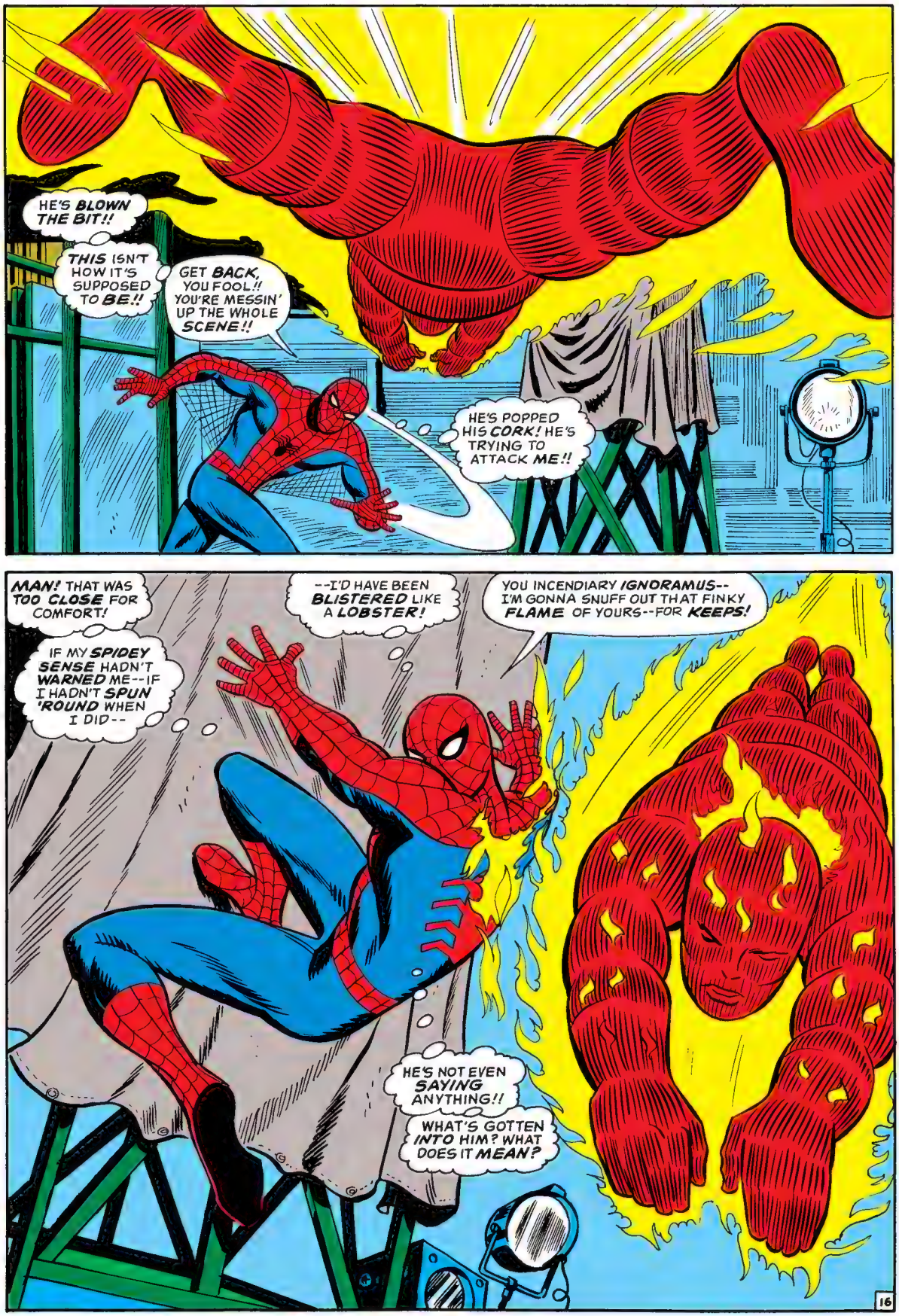
LOOK ALIVE, WEB-HEAD! WE'RE IN THE BIG-TIME NOW!
ALL OF A SUDDEN MY SPIDER-SENSE IS TINGLING!
BUT--WHY??!
SO THERE YOU ARE!
FLY TO POSITION A AND WAIT FOR YOUR CUE!

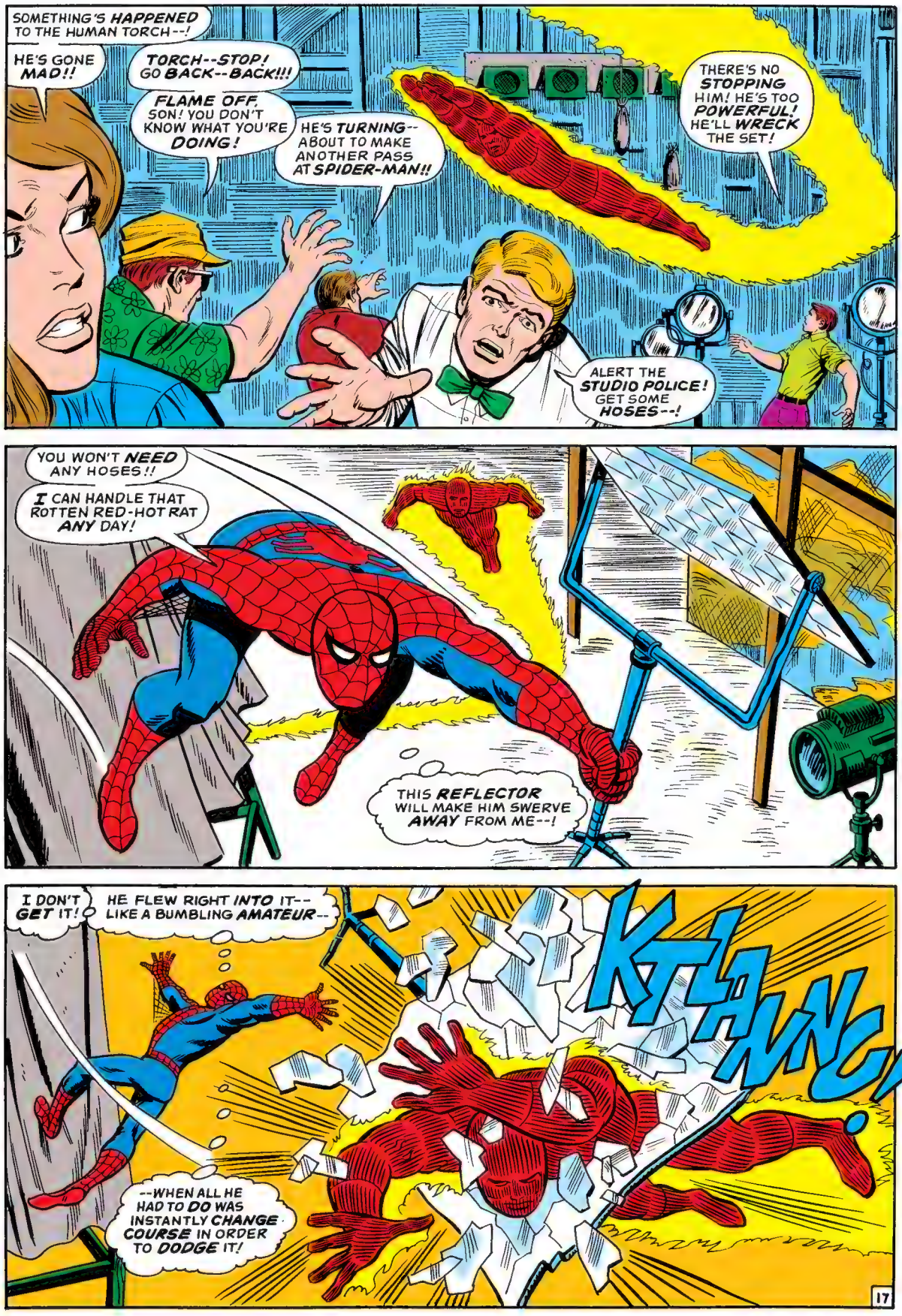
QUIIIET ON THE SET!
PLACES, EVERYBODY!
THIS IS SCENE ONE--TAKE ONE--THE CENTRAL PARK SCENE--WHERE THE ALIEN SPACE SHIP LANDS!
OK, CHARLIE --
ROLL 'EM!

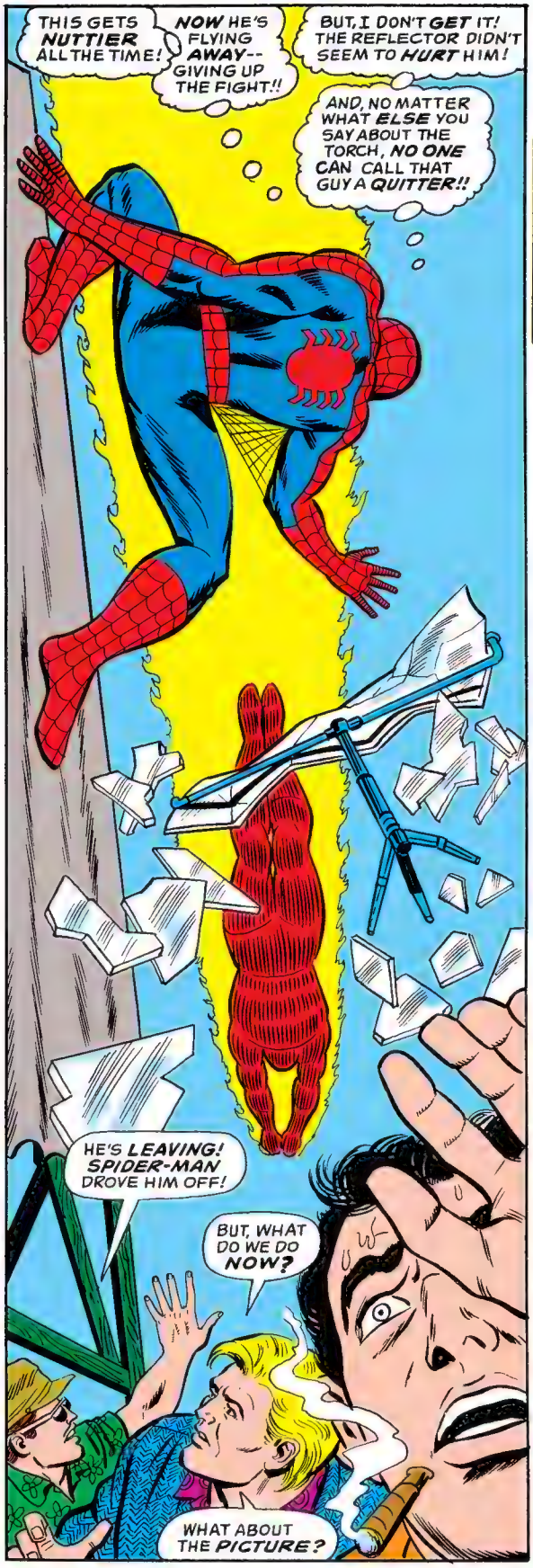
A FLYING SAUCER--FROM OUTER SPACE!!
RUN! RUN! IT'S LANDING RIGHT HERE --IN THE PARK!
IT'S AN INVASION!! WE'RE BEING ATTACKED!! THEY'RE OUT TO DESTROY US!

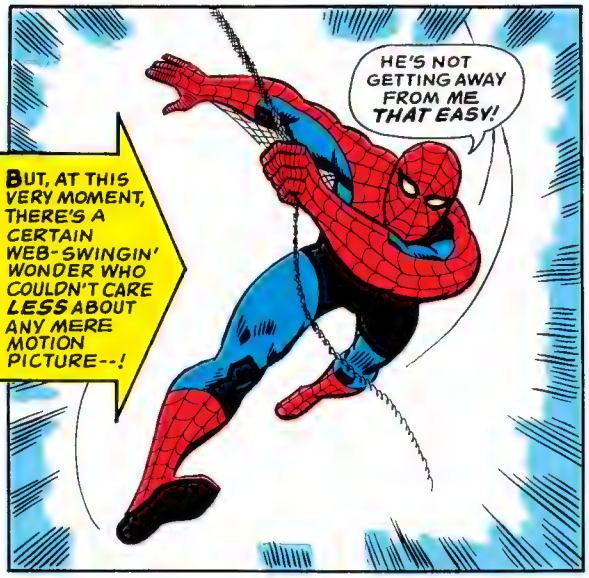

LOOK! HERE COMES SPIDER-MAN!
COOL IT, CITIZENS!
BEHOLD HOW THE EARTHLINGS FLEE-- IN TERROR!
HAVE NO FEAR--OL' SPIDEY'S HERE!
LET ME TALK TO 'EM--THEY MAY NOT MEAN US ANY HARM!
WATCH OUT! BLAZING IN BEHIND YOU--
IT'S THE HUMAN TORCH!
HE'S RIGHT ON CUE!
HE'S SUPPOSED TO ATTACK THEM BEFORE I CAN STOP HIM--THUS MAKING THEM DECIDE TO BATTLE US!
HOLD IT!! GIVE THEM A CHANCE FIRST!
WHEN I START TAKIN' ORDERS FROM A WOBBLY WALL-CRAWLER, THAT'LL BE THE DAY!
EVERYTHING'S GOING ACCORDING TO THE SCRIPT--
SO WHY IS MY SPIDEY SENSE STILL TINGLING??
CUT!
THAT WAS FINE--FOR A FIRST TAKE!
NOW, WE'LL SHOOT IT A SECOND TIME--TO TRY A DIFFERENT CAMERA ANGLE!
I NEVER KNEW ACTING WAS SO EASY!
THIS FEELING I HAVE--IT'S TRYING TO WARN ME OF SOMETHING--!
BUT--WHAT CAN IT BE?


AND THEN...
BOY! NO WONDER HOLLYWOOD MOVIES ARE SO EXPENSIVE--
--WHEN THEY SHOOT SCENES OVER AND OVER AGAIN LIKE THIS!
IF ONLY THE TINGLING WOULD STOP!
LET'S SEE NOW--WHAT WAS MY LINE--?
OH YEAH--I REMEMBER!
HAVE NO FEAR--OL' SPIDEY'S HERE!
LET ME TALK TO 'EM--THEY MAY NOT MEAN US ANY HARM!
THAT'S THE TORCH'S CUE!
HE'LL BE ZOOMING DOWN ON THE SCENE ANY SECOND NOW--!
IN FACT, I CAN ALREADY FEEL THE HEAT GETTING CLOSER!
WATCH OUT! BLAZING IN BEHIND YOU--
IT'S THE HUMAN TORCH!
I DON'T GET IT! HE'S HEADING TOWARDS ME THIS TIME--INSTEAD OF THE SPACE SHIP!
AND, MY SPIDER SENSE IS TINGLING LIKE CRAZY!
15

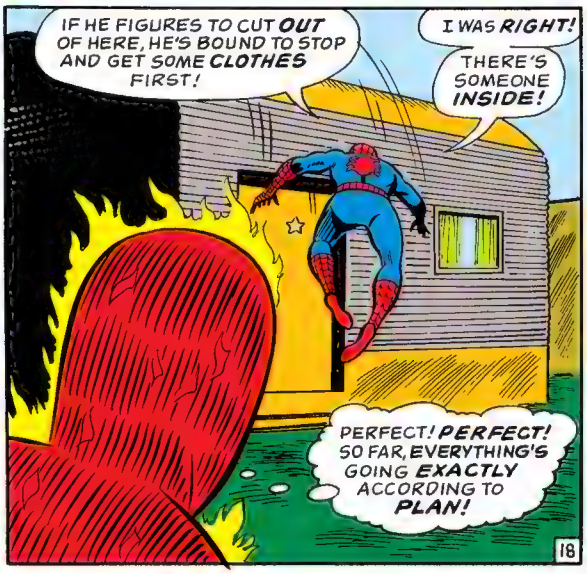

HE'S BLOWN THE BIT!!
THIS ISN'T HOW IT'S SUPPOSED TO BE!!
GET BACK, YOU FOOL!! YOU'RE MESSIN' UP THE WHOLE SCENE!!
HE'S POPPED HIS CORK! HE'S TRYING TO ATTACK ME!!
MAN! THAT WAS TOO CLOSE FOR COMFORT!
IF MY SPIDEY SENSE HADN'T WARNED ME--IF I HADN'T SPUN 'ROUND WHEN I DID--
--I'D HAVE BEEN BLISTERED LIKE A LOBSTER!
YOU INCENDIARY IGNORAMUS-- I'M GONNA SNUFF OUT THAT FINKY FLAME OF YOURS--FOR KEEPS!
HE'S NOT EVEN SAYING ANYTHING!!
WHAT'S GOTTEN INTO HIM? WHAT DOES IT MEAN?

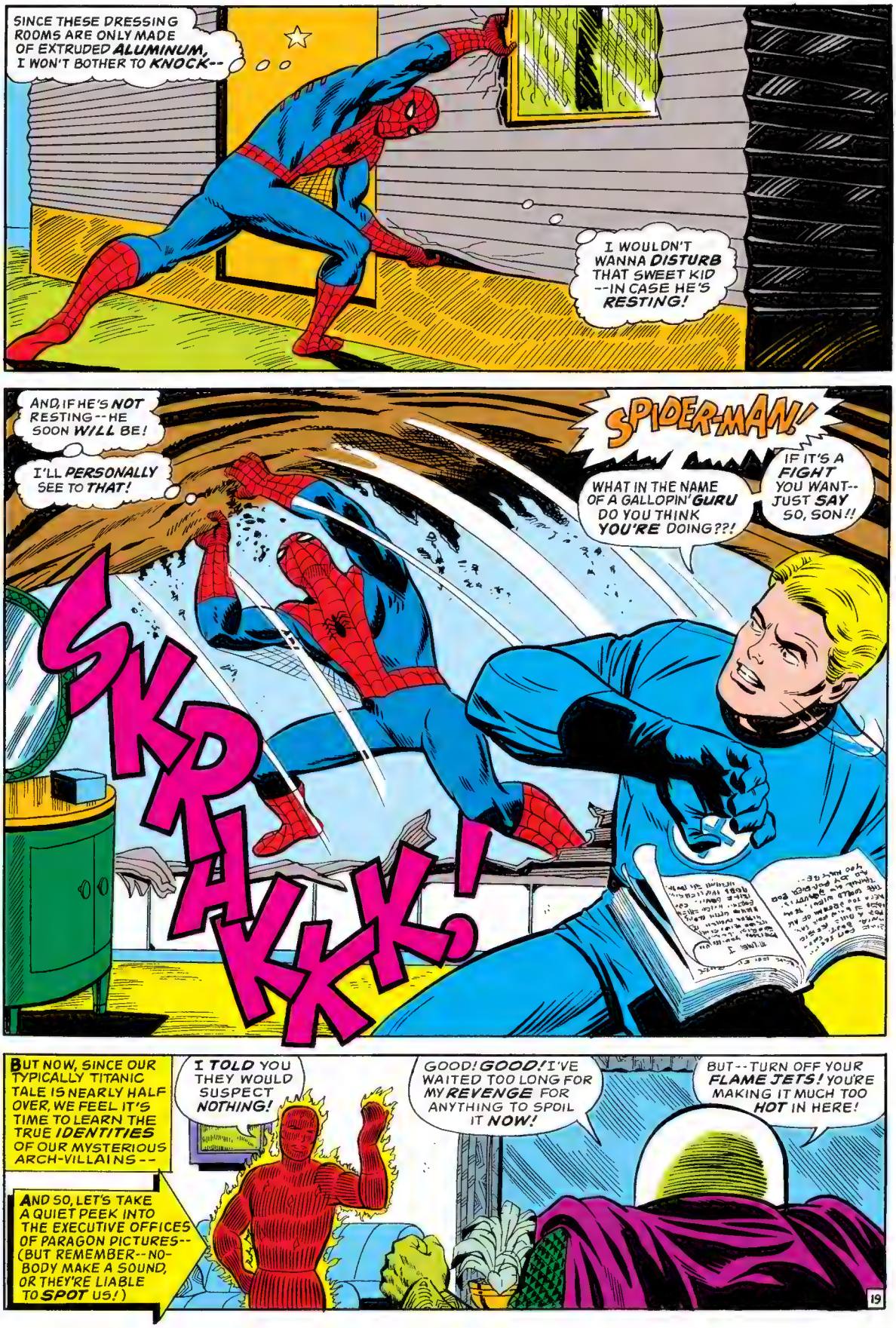

SOMETHING'S HAPPENED TO THE HUMAN TORCH--!
HE'S GONE MAD!!
TORCH--STOP! GO BACK--BACK!!!
FLAME OFF, SON! YOU DON'T KNOW WHAT YOU'RE DOING!
HE'S TURNING-- ABOUT TO MAKE ANOTHER PASS AT SPIDER-MAN!!
THERE'S NO STOPPING HIM! HE'S TOO POWERFUL! HE'LL WRECK THE SET!
ALERT THE STUDIO POLICE! GET SOME HOSES--!
YOU WON'T NEED ANY HOSES!!
I CAN HANDLE THAT ROTTEN RED-HOT RAT ANY DAY!
THIS REFLECTOR WILL MAKE HIM SWERVE AWAY FROM ME--!
I DON'T GET IT!
HE FLEW RIGHT INTO IT-- LIKE A BUMBLING AMATEUR--
KTHWNG!
--WHEN ALL HE HAD TO DO WAS INSTANTLY CHANGE COURSE IN ORDER TO DODGE IT!
17

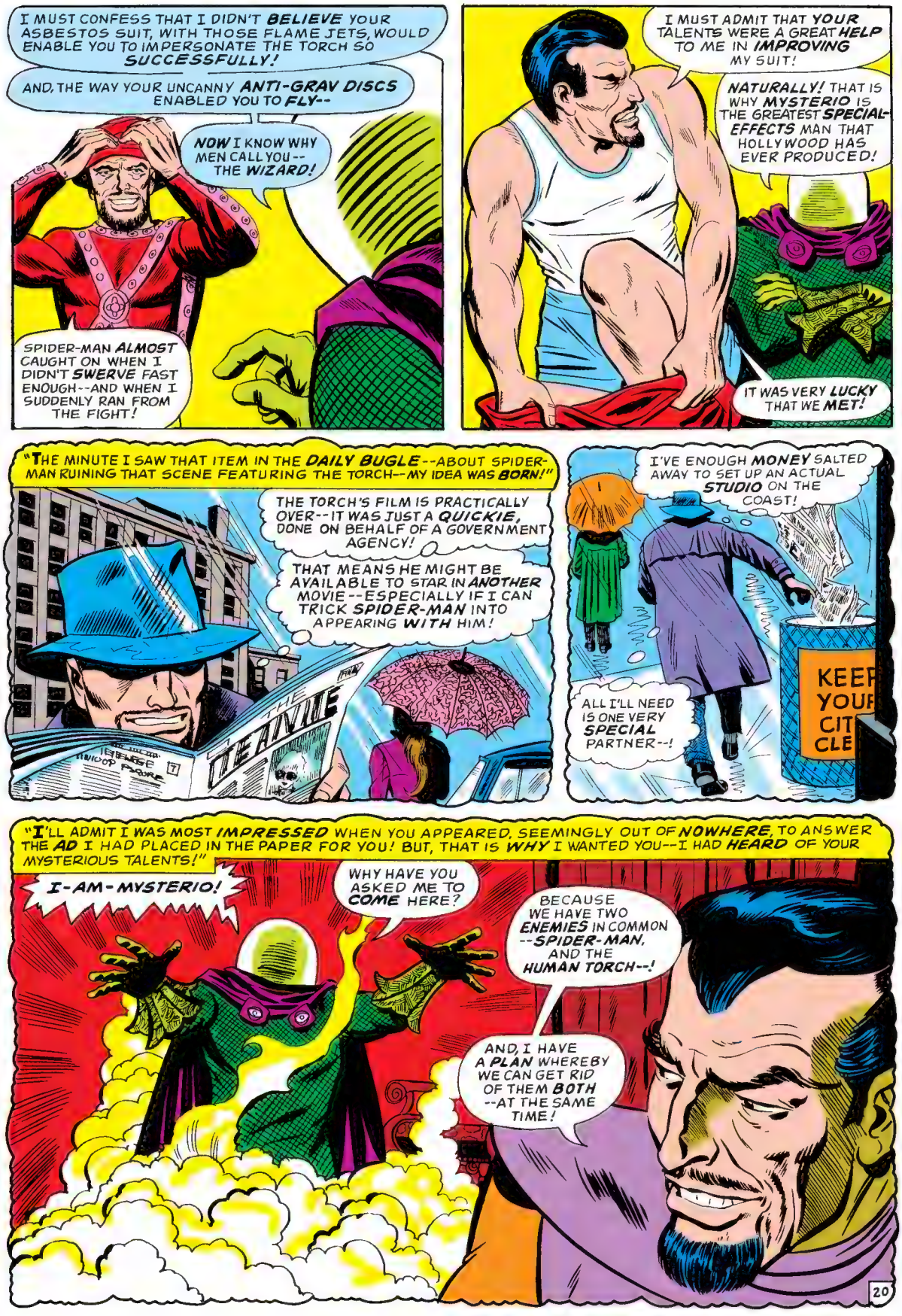

THIS GETS NUTTIER ALL THE TIME!
NOW HE'S FLYING AWAY-- GIVING UP THE FIGHT!!
BUT, I DON'T GET IT! THE REFLECTOR DIDN'T SEEM TO HURT HIM!
AND, NO MATTER WHAT ELSE YOU SAY ABOUT THE TORCH, NO ONE CAN CALL THAT GUY A QUITTER!!
HE'S LEAVING! SPIDER-MAN DROVE HIM OFF!
BUT, WHAT DO WE DO NOW?
WHAT ABOUT THE PICTURE?


HE'S NOT GETTING AWAY FROM ME THAT EASY!
BUT, AT THIS VERY MOMENT, THERE'S A CERTAIN WEB-SWINGIN' WONDER WHO COULDN'T CARE LESS ABOUT ANY MERE MOTION PICTURE--!

AND, SINCE THERE'S NO SIGN OF HIM HERE--
I'LL JUST CHECK OUT HIS DRESSING ROOM!


IF HE FIGURES TO CUT OUT OF HERE, HE'S BOUND TO STOP AND GET SOME CLOTHES FIRST!
I WAS RIGHT! THERE'S SOMEONE INSIDE!
PERFECT! PERFECT! SO FAR, EVERYTHING'S GOING EXACTLY ACCORDING TO PLAN!


SINCE THESE DRESSING ROOMS ARE ONLY MADE OF EXTRUDED ALUMINUM, I WON'T BOTHER TO KNOCK--
I WOULDN'T WANNA DISTURB THAT SWEET KID --IN CASE HE'S RESTING!
AND, IF HE'S NOT RESTING--HE SOON WILL BE!
I'LL PERSONALLY SEE TO THAT!
SPIDER-MAN!
WHAT IN THE NAME OF A GALLOPIN' GURU DO YOU THINK YOU'RE DOING??!
IF IT'S A FIGHT YOU WANT--JUST SAY SO, SON!!
SKRAKKK!
BUT NOW, SINCE OUR TYPICALLY TITANIC TALE IS NEARLY HALF OVER, WE FEEL IT'S TIME TO LEARN THE TRUE IDENTITIES OF OUR MYSTERIOUS ARCH-VILLAINS--
AND SO, LET'S TAKE A QUIET PEEK INTO THE EXECUTIVE OFFICES OF PARAGON PICTURES--(BUT REMEMBER--NO-BODY MAKE A SOUND, OR THEY'RE LIABLE TO SPOT US!)
I TOLD YOU THEY WOULD SUSPECT NOTHING!
GOOD! GOOD! I'VE WAITED TOO LONG FOR MY REVENGE FOR ANYTHING TO SPOIL IT NOW!
BUT--TURN OFF YOUR FLAME JETS! YOU'RE MAKING IT MUCH TOO HOT IN HERE!


I MUST CONFESS THAT I DIDN'T BELIEVE YOUR ASBESTOS SUIT, WITH THOSE FLAME JETS, WOULD ENABLE YOU TO IMPERSONATE THE TORCH SO SUCCESSFULLY!
AND, THE WAY YOUR UNCANNY ANTI-GRAV DISCS ENABLED YOU TO FLY--
NOW I KNOW WHY MEN CALL YOU -- THE WIZARD!
SPIDER-MAN ALMOST CAUGHT ON WHEN I DIDN'T SWERVE FAST ENOUGH--AND WHEN I SUDDENLY RAN FROM THE FIGHT!
I MUST ADMIT THAT YOUR TALENTS WERE A GREAT HELP TO ME IN IMPROVING MY SUIT!
NATURALLY! THAT IS WHY MYSTERIO IS THE GREATEST SPECIAL-EFFECTS MAN THAT HOLLYWOOD HAS EVER PRODUCED!
IT WAS VERY LUCKY THAT WE MET!
"THE MINUTE I SAW THAT ITEM IN THE DAILY BUGLE--ABOUT SPIDER-MAN RUINING THAT SCENE FEATURING THE TORCH--MY IDEA WAS BORN!"
THE TORCH'S FILM IS PRACTICALLY OVER--IT WAS JUST A QUICKIE, DONE ON BEHALF OF A GOVERNMENT AGENCY!
THAT MEANS HE MIGHT BE AVAILABLE TO STAR IN ANOTHER MOVIE--ESPECIALLY IF I CAN TRICK SPIDER-MAN INTO APPEARING WITH HIM!
DAILY BUGLE
I'VE ENOUGH MONEY SALTED AWAY TO SET UP AN ACTUAL STUDIO ON THE COAST!
ALL I'LL NEED IS ONE VERY SPECIAL PARTNER--!
"I'LL ADMIT I WAS MOST IMPRESSED WHEN YOU APPEARED, SEEMINGLY OUT OF NOWHERE, TO ANSWER THE AD I HAD PLACED IN THE PAPER FOR YOU! BUT, THAT IS WHY I WANTED YOU--I HAD HEARD OF YOUR MYSTERIOUS TALENTS!"
I-AM-MYSTERIO!
WHY HAVE YOU ASKED ME TO COME HERE?
BECAUSE WE HAVE TWO ENEMIES IN COMMON --SPIDER-MAN, AND THE HUMAN TORCH--!
AND, I HAVE A PLAN WHEREBY WE CAN GET RID OF THEM BOTH --AT THE SAME TIME!

INDEED, LONG HAVE I NURTURED A DEEP, UNDYING HATRED OF SPIDER-MAN!
VERY WELL--I WILL HEAR YOUR PLAN!
AND, IF I APPROVE OF IT--I SHALL AGREE TO LEAD YOU IN ITS EXECUTION!
YOU--LEAD ME?!!
YOU MISUNDERSTAND, MYSTERIO! IT IS I WHO MUST GIVE THE ORDERS!
NEVER! I AM MANY TIMES YOUR MASTER!
SEE HOW EFFORTLESSLY I CAN RENDER YOU TOTALLY HELPLESS--
YOU WILL BE UNABLE TO SPEAK, THINK, OR MOVE A MUSCLE, UNTIL I WILL IT!
GUESS AGAIN, MYSTERIO! THE WONDROUS WIZARD IS NOT SO EASILY SUBDUED!!
YOUR VOICE!! IT CAME FROM BEHIND ME! BUT--!
YOU SHOULD HAVE KNOWN THAT THE WIZARD NEVER TAKES CHANCES!
BUT NOW, ENOUGH OF THIS NEEDLESS SPARRING--!
THAT IS MERELY A MOVEABLE MECHANICAL STATUE AT MY DESK!
LET US AGREE TO CARRY OUT MY PLAN--AS EQUAL PARTNERS!
I SO AGREE!
BETWEEN THE TWO OF US, WE SHOULD BE MORE THAN A MATCH FOR OUR DESPISED ARCH-ENEMIES!
GOOD! THEN, HERE'S WHAT WE'LL DO--!
YES! I REMEMBER THAT MEETING! YOUR PLAN WAS PERFECT!
BUT, THAT'S ONLY THE BEGINNING!
NOW, IT'S TIME FOR PHASE TWO!
THEN LET US USE THE VIEWER, AND SEE HOW OUR UNSUSPECTING VICTIMS ARE DOING!
LITTLE DO THEY DREAM THAT WE ARE CAUSING THEM TO DESTROY EACH OTHER!
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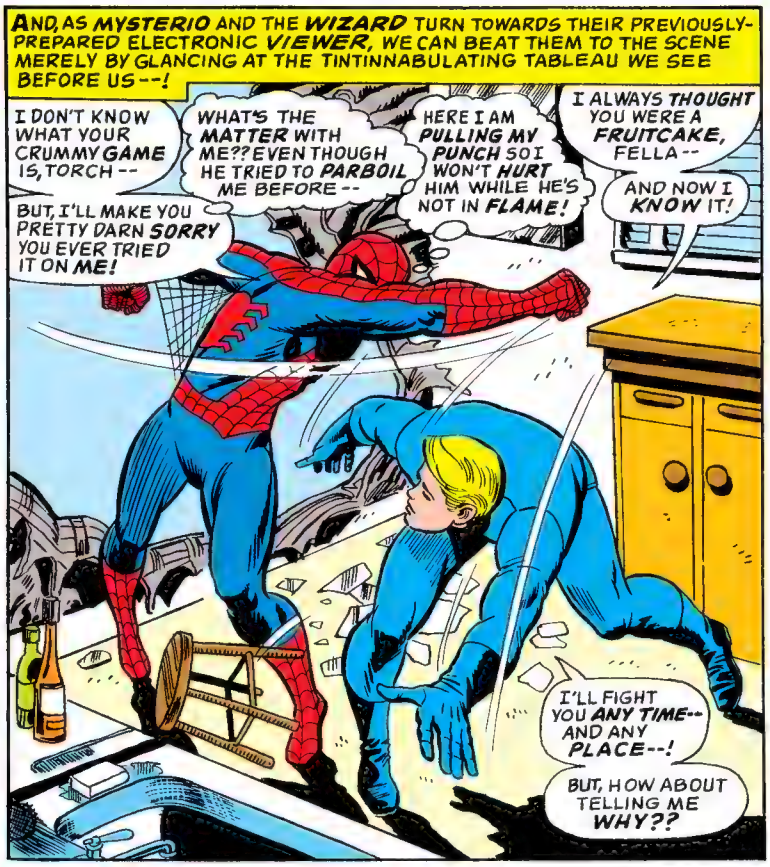
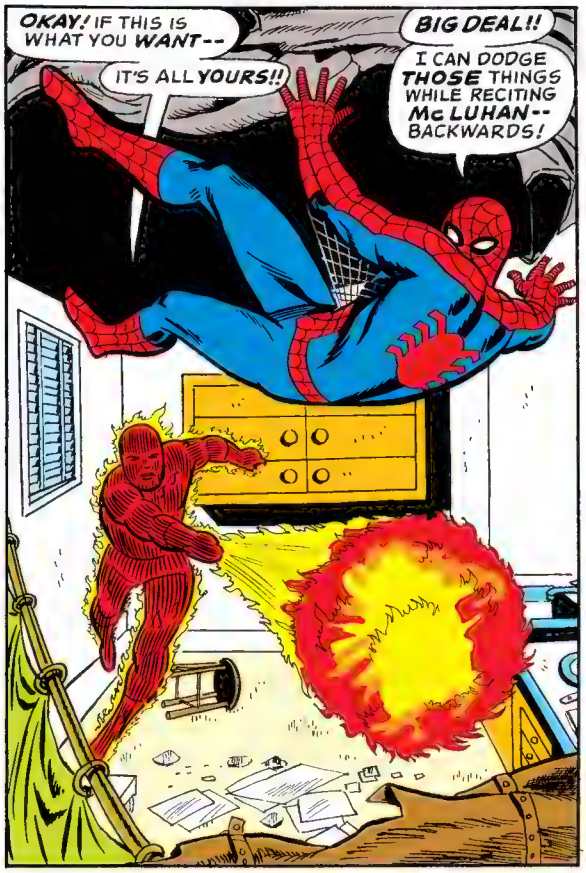
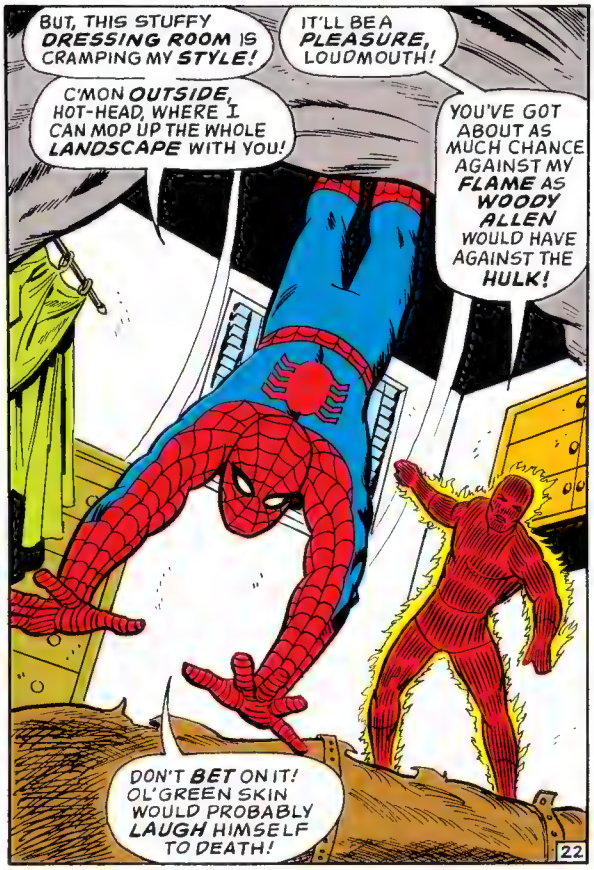
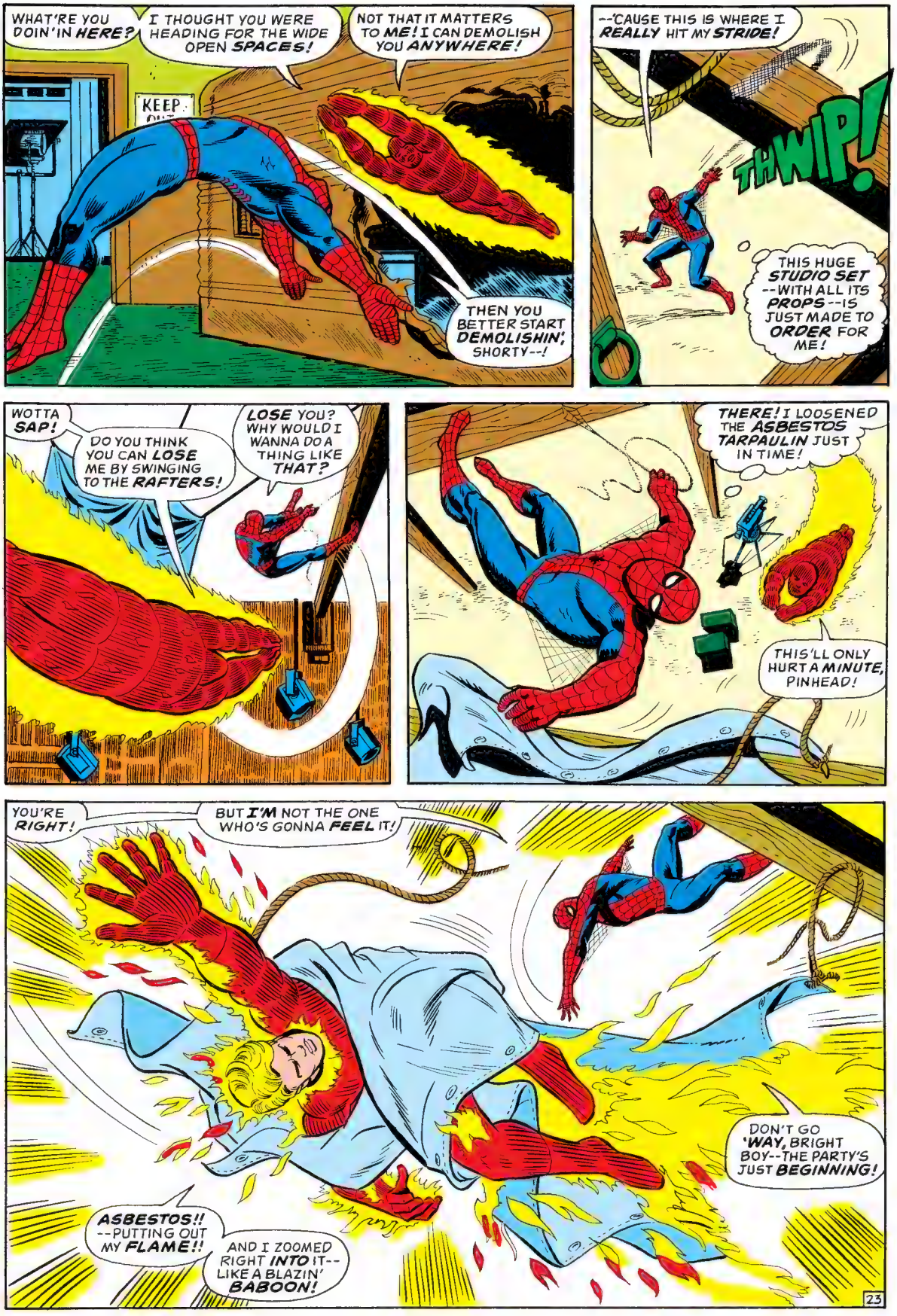
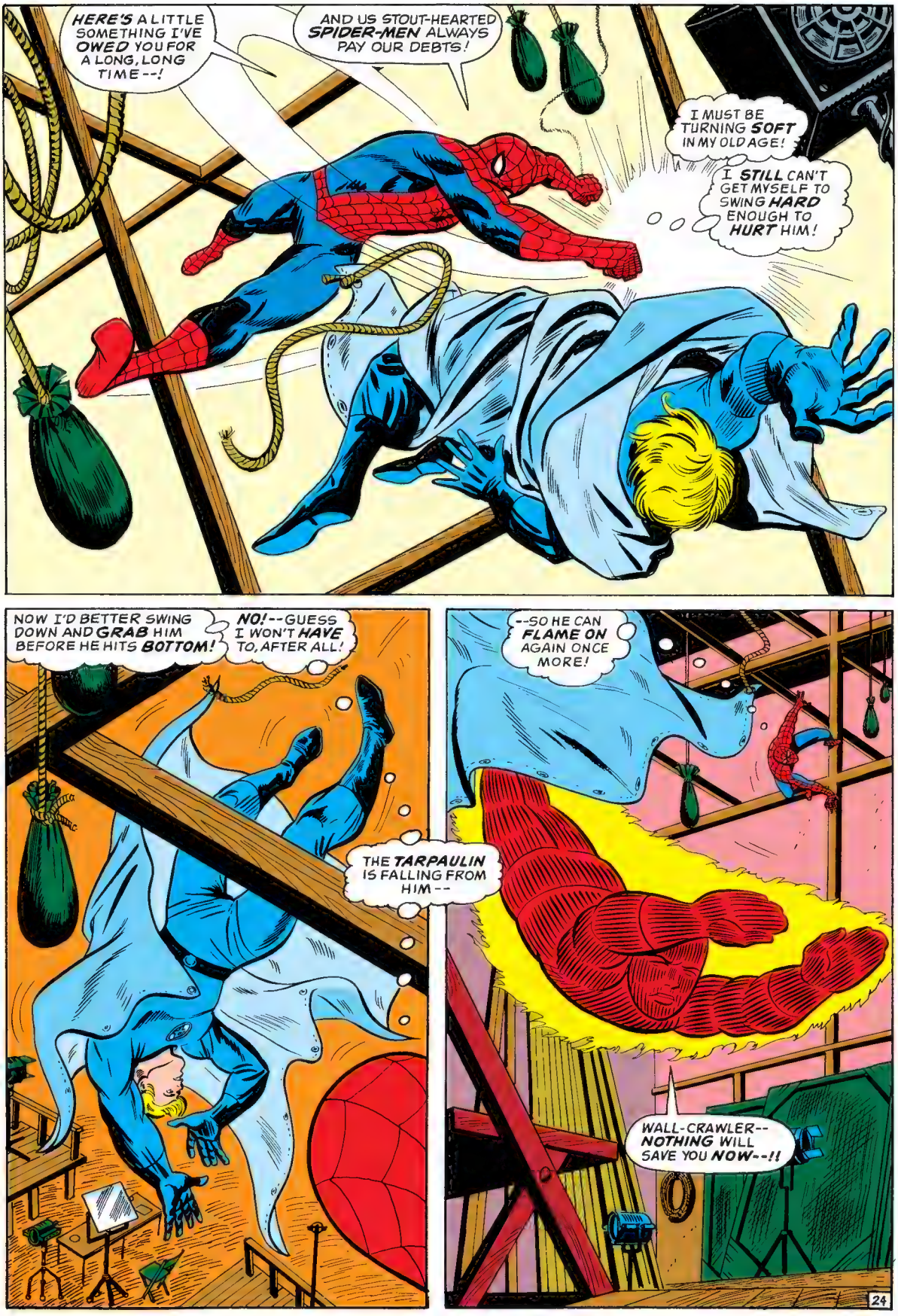

AND, AS MYSTERIO AND THE WIZARD TURN TOWARDS THEIR PREVIOUSLY-PREPARED ELECTRONIC VIEWER, WE CAN BEAT THEM TO THE SCENE MERELY BY GLANCING AT THE TINTINNABULATING TABLEAU WE SEE BEFORE US--!
I DON'T KNOW WHAT YOUR CRUMMY GAME IS, TORCH--
WHAT'S THE MATTER WITH ME?? EVEN THOUGH HE TRIED TO PARBOIL ME BEFORE--
HERE I AM PULLING MY PUNCH SO I WON'T HURT HIM WHILE HE'S NOT IN FLAME!
I ALWAYS THOUGHT YOU WERE A FRUITCAKE, FELLA--
AND NOW I KNOW IT!
BUT, I'LL MAKE YOU PRETTY DARN SORRY YOU EVER TRIED IT ON ME!
I'LL FIGHT YOU ANY TIME-- AND ANY PLACE--!
BUT, HOW ABOUT TELLING ME WHY??

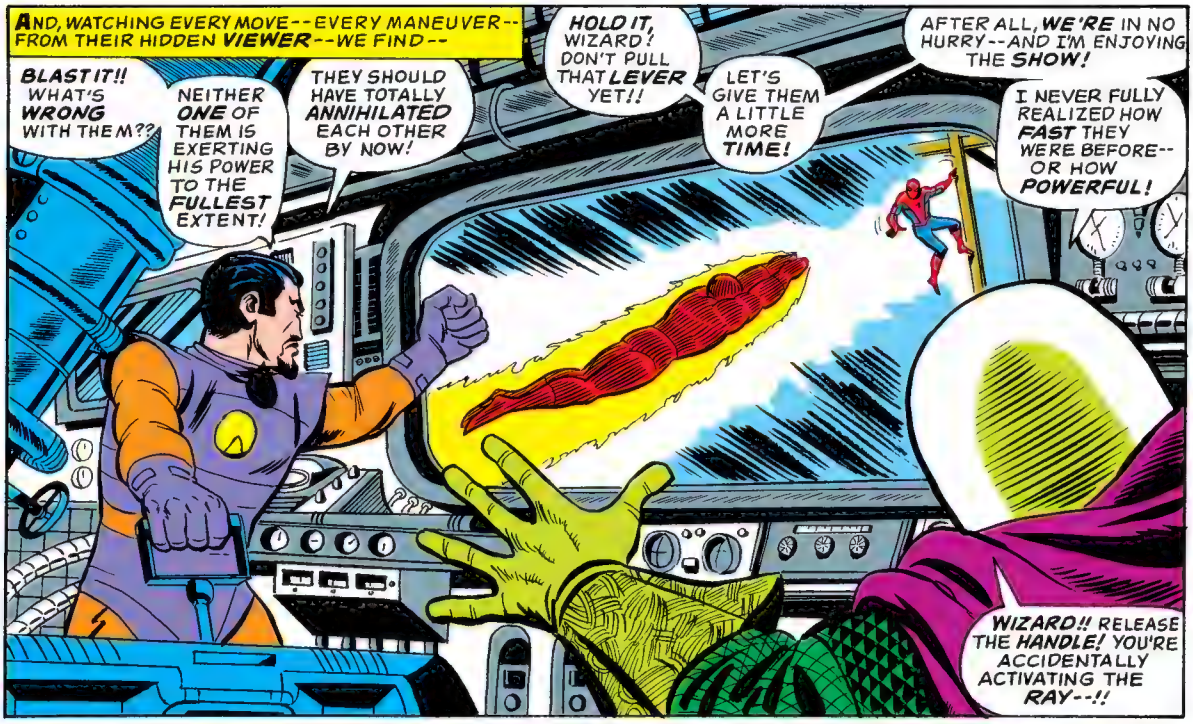
DON'T TRY TO PLAY THE INJURED INNOCENT WITH ME, SQUIRT!
THAT'S IT! GET YOUR FLAME GOING--SO I CAN STOP HOLDING MYSELF BACK!
BOY! YOU'RE REALLY GONE, KIDDO!

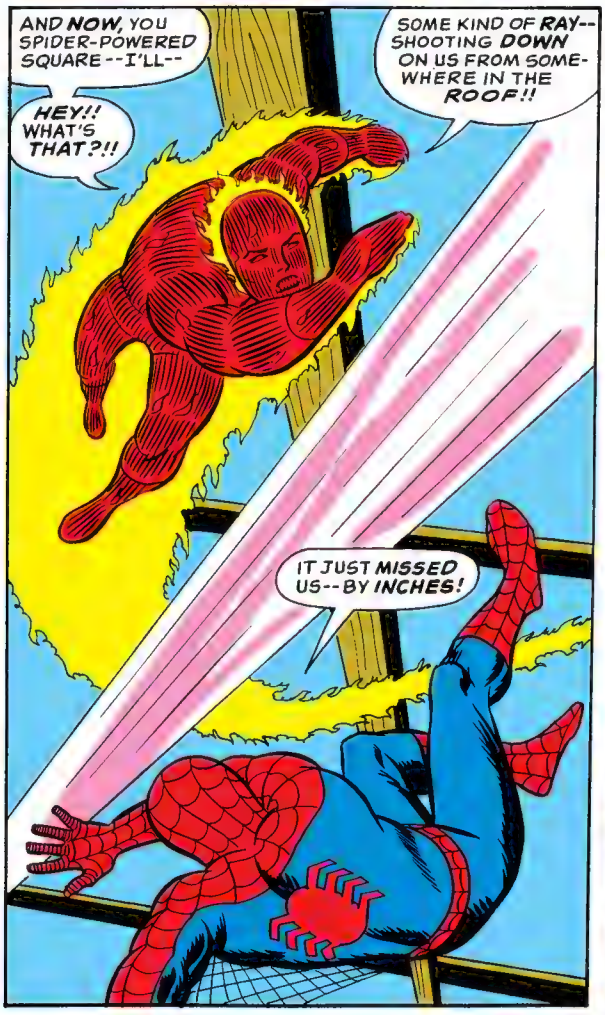

OKAY! IF THIS IS WHAT YOU WANT--
IT'S ALL YOURS!!
BIG DEAL!!
I CAN DODGE THOSE THINGS WHILE RECITING Mc LUHAN-- BACKWARDS!


BUT, THIS STUFFY DRESSING ROOM IS CRAMPING MY STYLE!
IT'LL BE A PLEASURE, LOUDMOUTH!
C'MON OUTSIDE, HOT-HEAD, WHERE I CAN MOP UP THE WHOLE LANDSCAPE WITH YOU!
YOU'VE GOT ABOUT AS MUCH CHANCE AGAINST MY FLAME AS WOODY ALLEN WOULD HAVE AGAINST THE HULK!
DON'T BET ON IT! OL' GREEN SKIN WOULD PROBABLY LAUGH HIMSELF TO DEATH!

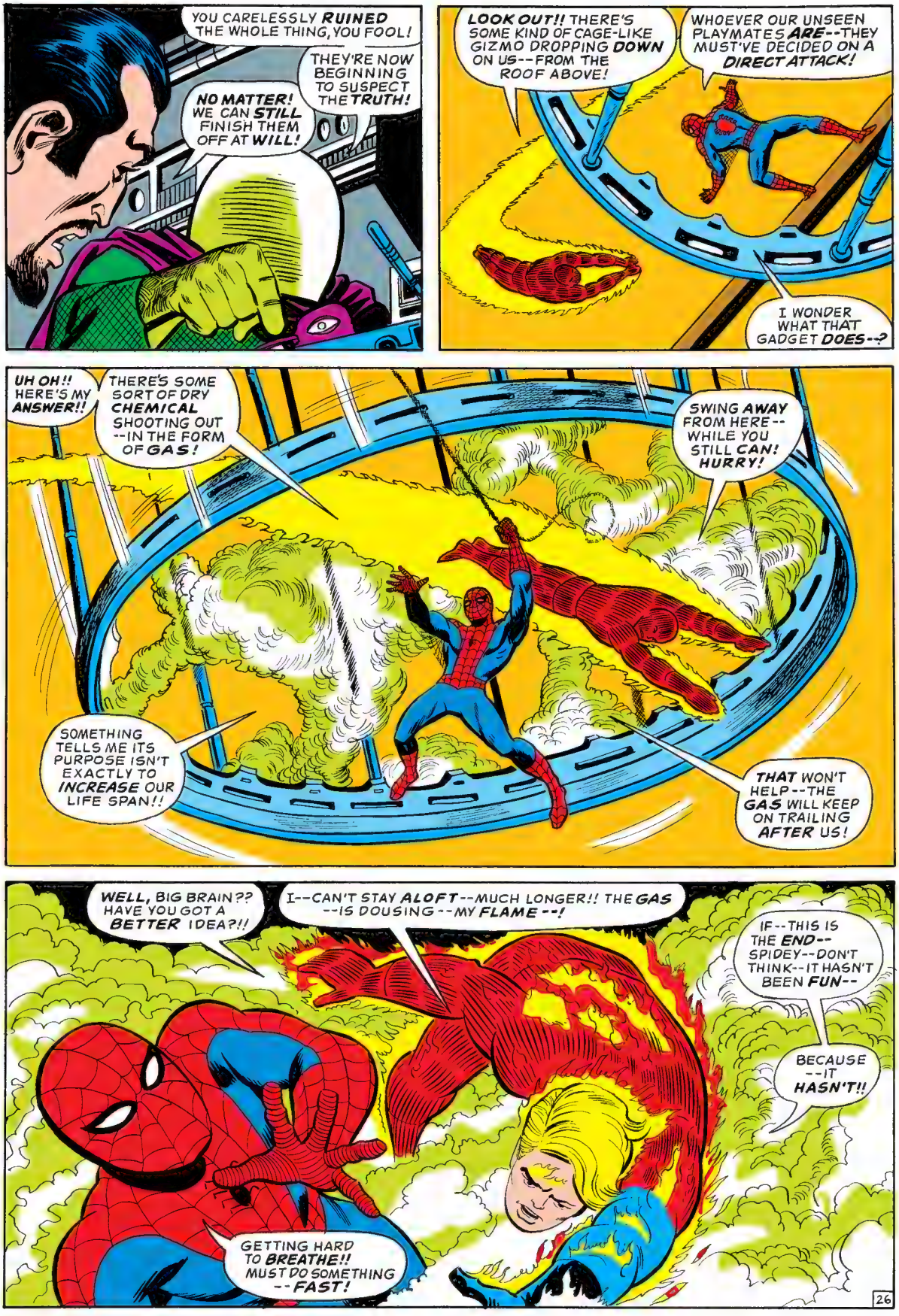

WHAT'RE YOU DOIN' IN HERE?
I THOUGHT YOU WERE HEADING FOR THE WIDE OPEN SPACES!
NOT THAT IT MATTERS TO ME! I CAN DEMOLISH YOU ANYWHERE!
KEEP
THEN YOU BETTER START DEMOLISHIN', SHORTY--!
--'CAUSE THIS IS WHERE I REALLY HIT MY STRIDE!
THWIP!
THIS HUGE STUDIO SET --WITH ALL ITS PROPS --IS JUST MADE TO ORDER FOR ME!
WOTTA SAP!
DO YOU THINK YOU CAN LOSE ME BY SWINGING TO THE RAFTERS!
LOSE YOU? WHY WOULD I WANNA DO A THING LIKE THAT?
THERE! I LOOSENED THE ASBESTOS TARPAULIN JUST IN TIME!
THIS'LL ONLY HURT A MINUTE, PINHEAD!
YOU'RE RIGHT!
BUT I'M NOT THE ONE WHO'S GONNA FEEL IT!
DON'T GO 'WAY, BRIGHT BOY--THE PARTY'S JUST BEGINNING!
ASBESTOS!! --PUTTING OUT MY FLAME!!
AND I ZOOMED RIGHT INTO IT-- LIKE A BLAZIN' BABOON!
23

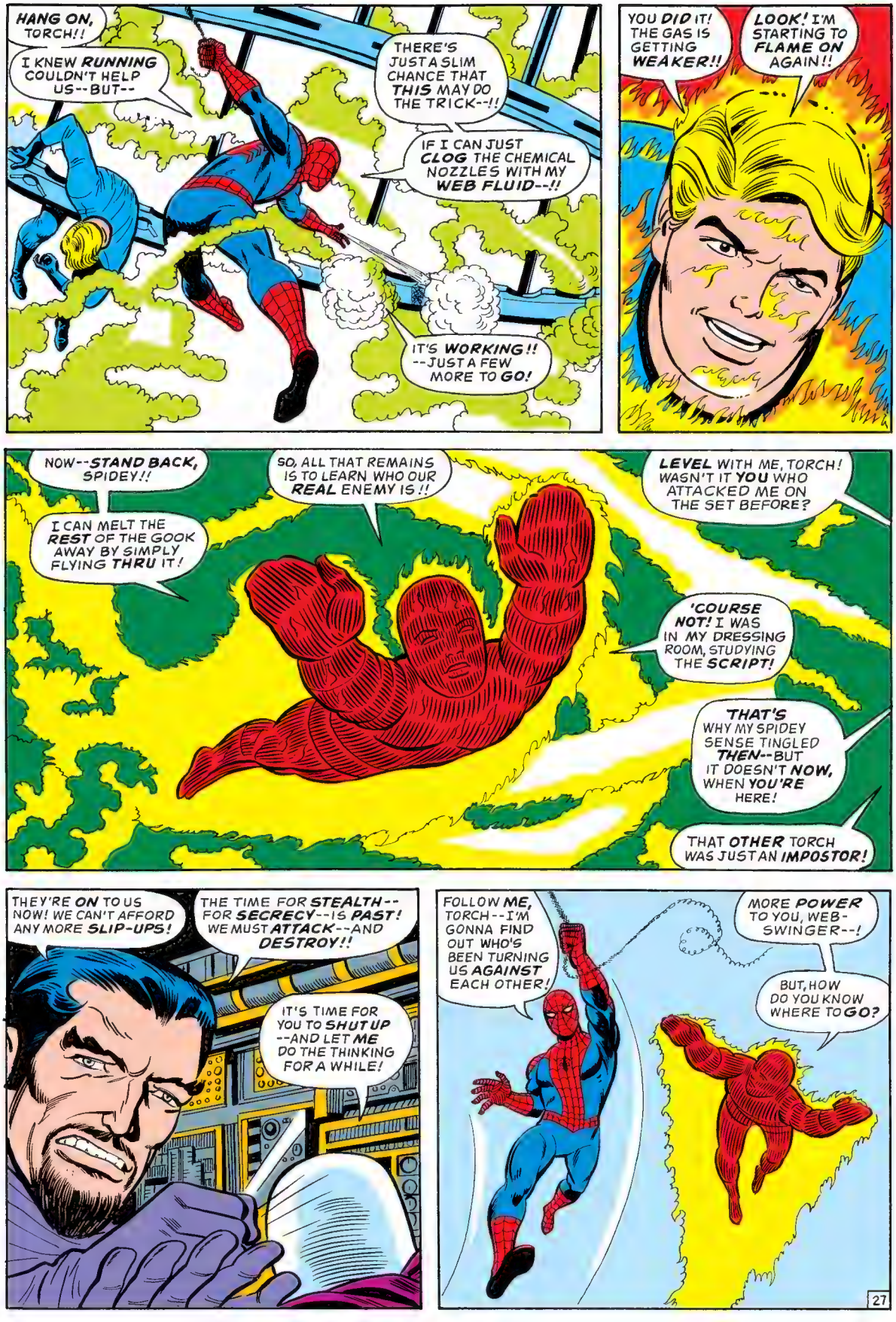

HERE'S A LITTLE SOMETHING I'VE OWED YOU FOR A LONG, LONG TIME --!
AND US STOUT-HEARTED SPIDER-MEN ALWAYS PAY OUR DEBTS!
I MUST BE TURNING SOFT IN MY OLD AGE!
I STILL CAN'T GET MYSELF TO SWING HARD ENOUGH TO HURT HIM!
NOW I'D BETTER SWING DOWN AND GRAB HIM BEFORE HE HITS BOTTOM!
NO! --GUESS I WON'T HAVE TO, AFTER ALL!
THE TARPAULIN IS FALLING FROM HIM --
--SO HE CAN FLAME ON AGAIN ONCE MORE!
WALL-CRAWLER-- NOTHING WILL SAVE YOU NOW--!!
24

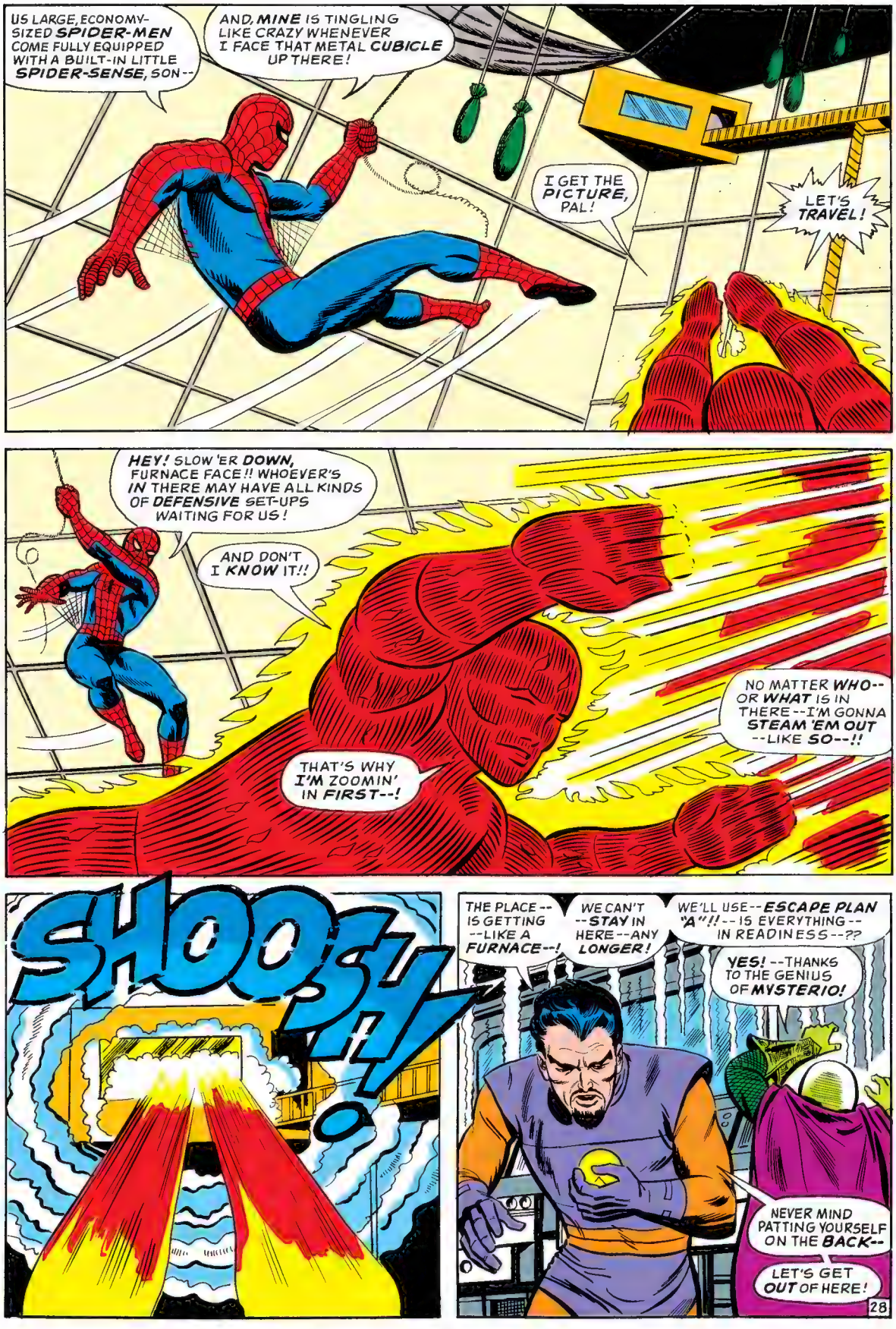

AND, WATCHING EVERY MOVE--EVERY MANEUVER--FROM THEIR HIDDEN VIEWER--WE FIND--
BLAST IT!! WHAT'S WRONG WITH THEM??
NEITHER ONE OF THEM IS EXERTING HIS POWER TO THE FULLEST EXTENT!
THEY SHOULD HAVE TOTALLY ANNIHILATED EACH OTHER BY NOW!
HOLD IT, WIZARD! DON'T PULL THAT LEVER YET!!
LET'S GIVE THEM A LITTLE MORE TIME!
AFTER ALL, WE'RE IN NO HURRY--AND I'M ENJOYING THE SHOW!
I NEVER FULLY REALIZED HOW FAST THEY WERE BEFORE--OR HOW POWERFUL!
WIZARD!! RELEASE THE HANDLE! YOU'RE ACCIDENTALLY ACTIVATING THE RAY--!!

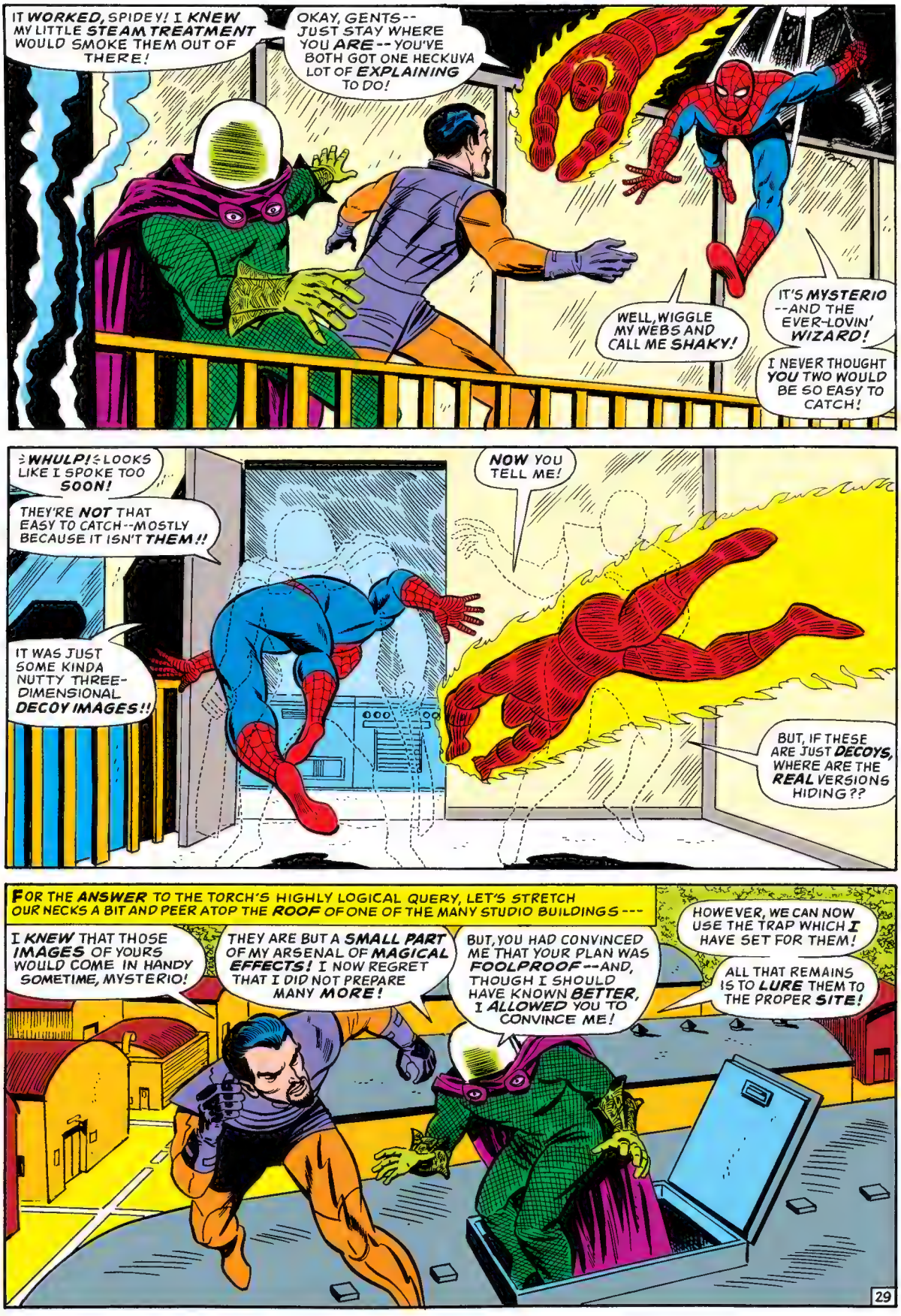

AND NOW, YOU SPIDER-POWERED SQUARE--I'LL--
HEY!! WHAT'S THAT?!!
SOME KIND OF RAY--SHOOTING DOWN ON US FROM SOMEWHERE IN THE ROOF!!
IT JUST MISSED US--BY INCHES!

IT CAME FROM UP THERE!
SO, IT LOOKS AS THOUGH YOU'RE NOT THE ONLY ENEMY I HAVE TO CONTEND WITH OUT HERE!
IN FACT, I'M BEGINNING TO WONDER--
IF THE TWO OF US MIGHT NOT HAVE AN ENEMY IN COMMON NEARBY!
I SEE WHAT YOU MEAN, FELLA!


YOU CARELESSLY RUINED THE WHOLE THING, YOU FOOL!
THEY'RE NOW BEGINNING TO SUSPECT THE TRUTH!
NO MATTER! WE CAN STILL FINISH THEM OFF AT WILL!
LOOK OUT!! THERE'S SOME KIND OF CAGE-LIKE GIZMO DROPPING DOWN ON US--FROM THE ROOF ABOVE!
WHOEVER OUR UNSEEN PLAYMATES ARE--THEY MUST'VE DECIDED ON A DIRECT ATTACK!
I WONDER WHAT THAT GADGET DOES--?
UH OH!! HERE'S MY ANSWER!!
THERE'S SOME SORT OF DRY CHEMICAL SHOOTING OUT --IN THE FORM OF GAS!
SWING AWAY FROM HERE-- WHILE YOU STILL CAN! HURRY!
SOMETHING TELLS ME ITS PURPOSE ISN'T EXACTLY TO INCREASE OUR LIFE SPAN!!
THAT WON'T HELP--THE GAS WILL KEEP ON TRAILING AFTER US!
WELL, BIG BRAIN?? HAVE YOU GOT A BETTER IDEA?!!
I--CAN'T STAY ALOFT--MUCH LONGER!! THE GAS --IS DOUSING--MY FLAME--!
IF--THIS IS THE END-- SPIDEY--DON'T THINK--IT HASN'T BEEN FUN--
BECAUSE --IT HASN'T!!
GETTING HARD TO BREATHE!! MUST DO SOMETHING --FAST!

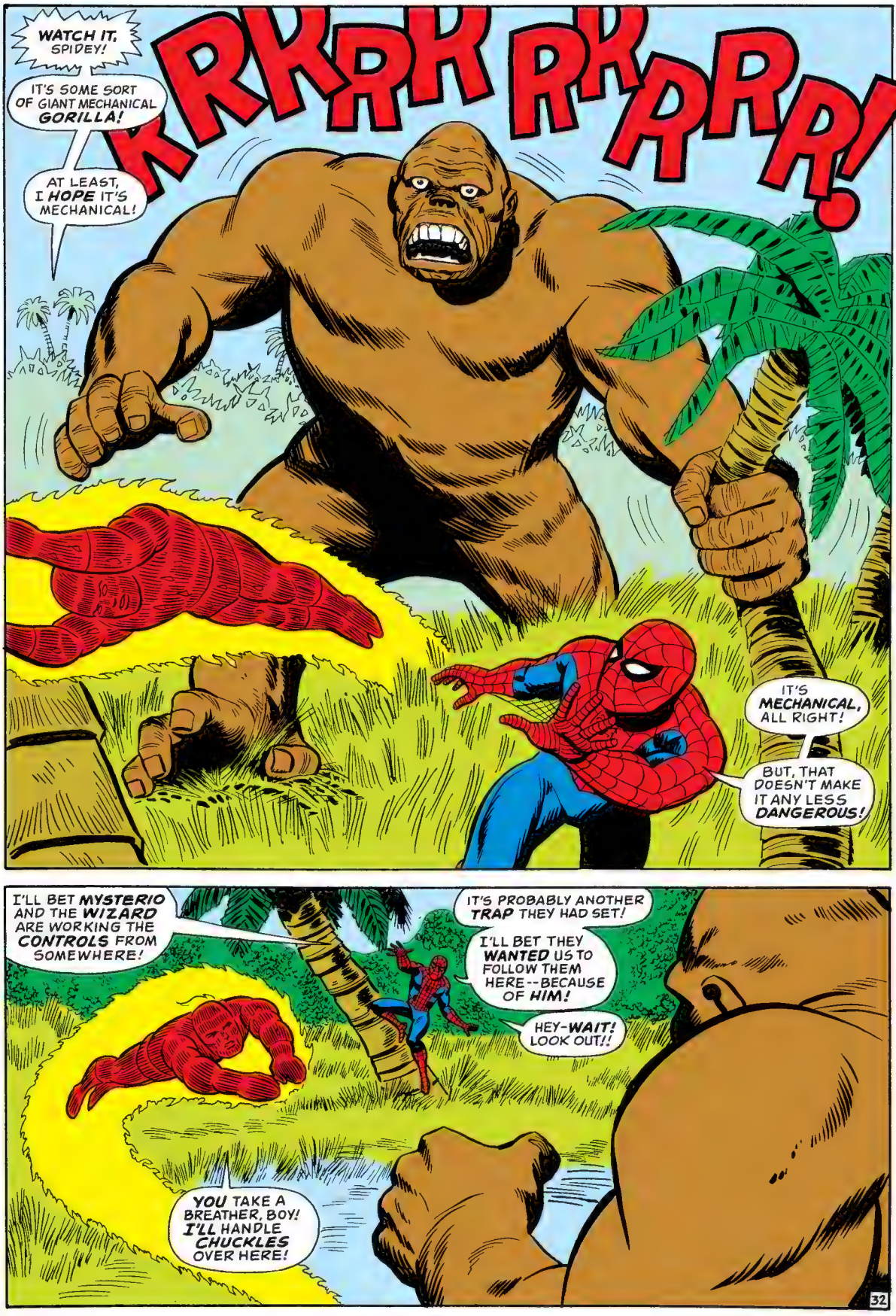

HANG ON, TORCH!!
I KNEW RUNNING COULDN'T HELP US--BUT--
THERE'S JUST A SLIM CHANCE THAT THIS MAY DO THE TRICK--!!
IF I CAN JUST CLOG THE CHEMICAL NOZZLES WITH MY WEB FLUID--!!
IT'S WORKING!! --JUST A FEW MORE TO GO!
YOU DID IT! THE GAS IS GETTING WEAKER!!
LOOK! I'M STARTING TO FLAME ON AGAIN!!
NOW--STAND BACK, SPIDEY!!
I CAN MELT THE REST OF THE GOOK AWAY BY SIMPLY FLYING THRU IT!
SO, ALL THAT REMAINS IS TO LEARN WHO OUR REAL ENEMY IS!!
LEVEL WITH ME, TORCH! WASN'T IT YOU WHO ATTACKED ME ON THE SET BEFORE?
'COURSE NOT! I WAS IN MY DRESSING ROOM, STUDYING THE SCRIPT!
THAT'S WHY MY SPIDEY SENSE TINGLED THEN--BUT IT DOESN'T NOW, WHEN YOU'RE HERE!
THAT OTHER TORCH WAS JUST AN IMPOSTOR!
THEY'RE ON TO US NOW! WE CAN'T AFFORD ANY MORE SLIP-UPS!
THE TIME FOR STEALTH--FOR SECRECY--IS PAST! WE MUST ATTACK--AND DESTROY!!
IT'S TIME FOR YOU TO SHUT UP --AND LET ME DO THE THINKING FOR A WHILE!
FOLLOW ME, TORCH--I'M GONNA FIND OUT WHO'S BEEN TURNING US AGAINST EACH OTHER!
MORE POWER TO YOU, WEB-SWINGER--!
BUT, HOW DO YOU KNOW WHERE TO GO?

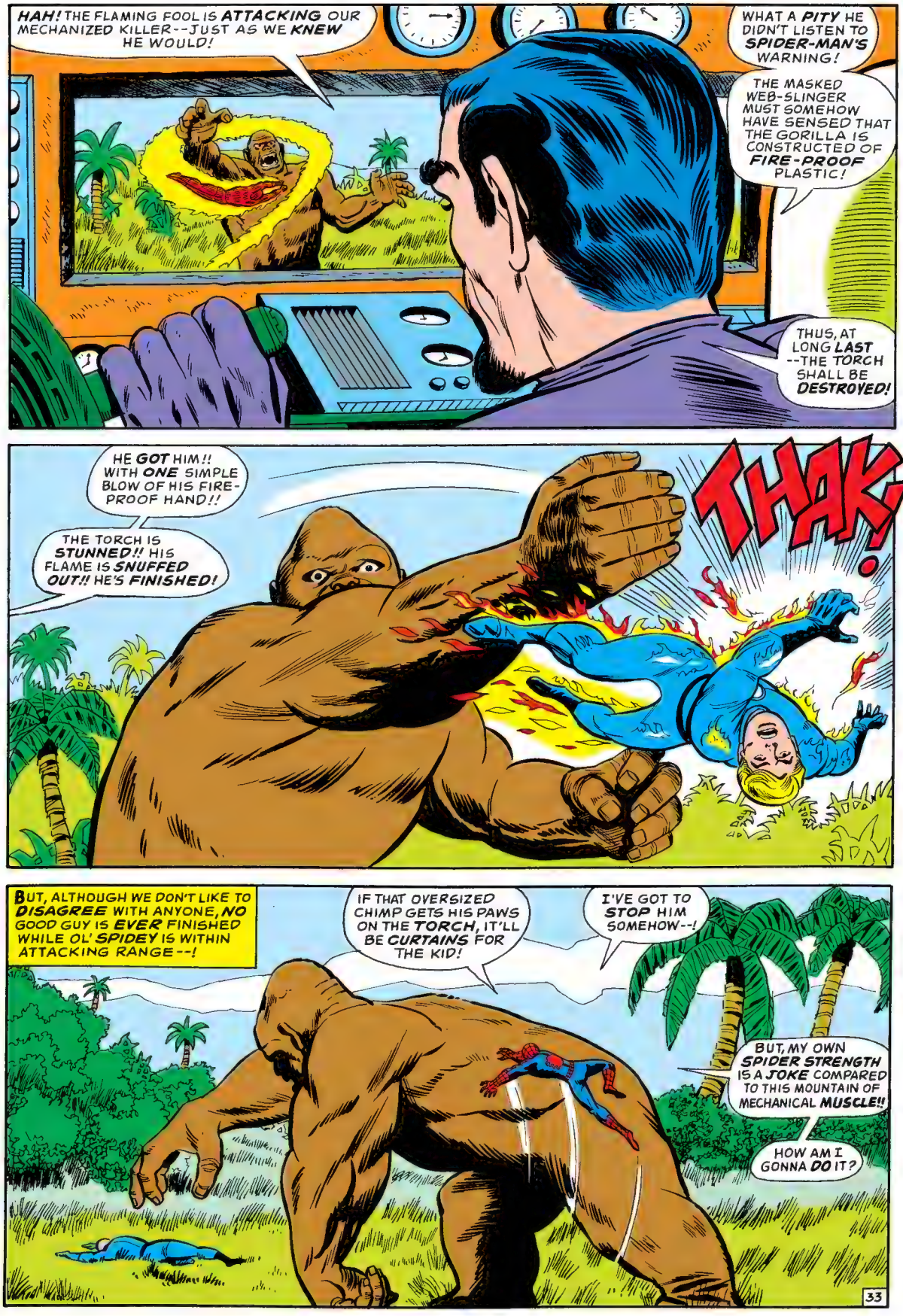

US LARGE, ECONOMY-SIZED SPIDER-MEN COME FULLY EQUIPPED WITH A BUILT-IN LITTLE SPIDER-SENSE, SON--
AND, MINE IS TINGLING LIKE CRAZY WHENEVER I FACE THAT METAL CUBICLE UP THERE!
I GET THE PICTURE, PAL!
LET'S TRAVEL!
HEY! SLOW 'ER DOWN, FURNACE FACE!! WHOEVER'S IN THERE MAY HAVE ALL KINDS OF DEFENSIVE SET-UPS WAITING FOR US!
AND DON'T I KNOW IT!!
NO MATTER WHO-- OR WHAT IS IN THERE--I'M GONNA STEAM 'EM OUT --LIKE SO--!!
THAT'S WHY I'M ZOOMIN' IN FIRST--!
SHOOSH!!
THE PLACE -- IS GETTING --LIKE A FURNACE--!
WE CAN'T --STAY IN HERE--ANY LONGER!
WE'LL USE--ESCAPE PLAN "A"!! --IS EVERYTHING -- IN READINESS--??
YES! --THANKS TO THE GENIUS OF MYSTERIO!
NEVER MIND PATTING YOURSELF ON THE BACK--
LET'S GET OUT OF HERE!


IT WORKED, SPIDEY! I KNEW MY LITTLE STEAM TREATMENT WOULD SMOKE THEM OUT OF THERE!
OKAY, GENTS--JUST STAY WHERE YOU ARE--YOU'VE BOTH GOT ONE HECKUVA LOT OF EXPLAINING TO DO!
WELL, WIGGLE MY WEBS AND CALL ME SHAKY!
IT'S MYSTERIO--AND THE EVER-LOVIN' WIZARD!
I NEVER THOUGHT YOU TWO WOULD BE SO EASY TO CATCH!
=WHULP!= LOOKS LIKE I SPOKE TOO SOON!
THEY'RE NOT THAT EASY TO CATCH--MOSTLY BECAUSE IT ISN'T THEM!!
IT WAS JUST SOME KINDA NUTTY THREE-DIMENSIONAL DECOY IMAGES!!
NOW YOU TELL ME!
BUT, IF THESE ARE JUST DECOYS, WHERE ARE THE REAL VERSIONS HIDING??
FOR THE ANSWER TO THE TORCH'S HIGHLY LOGICAL QUERY, LET'S STRETCH OUR NECKS A BIT AND PEER ATOP THE ROOF OF ONE OF THE MANY STUDIO BUILDINGS---
I KNEW THAT THOSE IMAGES OF YOURS WOULD COME IN HANDY SOMETIME, MYSTERIO!
THEY ARE BUT A SMALL PART OF MY ARSENAL OF MAGICAL EFFECTS! I NOW REGRET THAT I DID NOT PREPARE MANY MORE!
BUT, YOU HAD CONVINCED ME THAT YOUR PLAN WAS FOOLPROOF--AND, THOUGH I SHOULD HAVE KNOWN BETTER, I ALLOWED YOU TO CONVINCE ME!
HOWEVER, WE CAN NOW USE THE TRAP WHICH I HAVE SET FOR THEM!
ALL THAT REMAINS IS TO LURE THEM TO THE PROPER SITE!

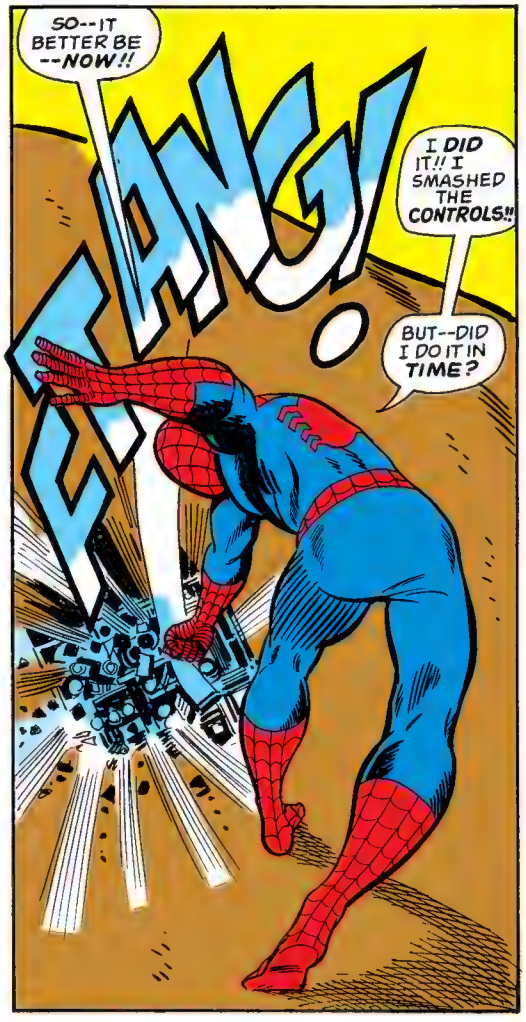
WHILE, WITHIN THE BUILDING ITSELF--
THEN LET'S GET UP TO THE ROOF AND LOOK AROUND!
THEY CAN'T HAVE GOTTEN FAR!
I KNOW THEY WERE INSIDE-- MY SPIDEY SENSE IS NEVER WRONG!
IF THEY'RE RUNNING AWAY SOMEWHERE, WE OUGHTTA BE ABLE TO SPOT 'EM FROM THERE!
I'LL BUY THAT, JUNIOR! LET'S GO!
STAY WITH ME--I'LL BURN OUR WAY THRU!
THAT'S REAL NICE OF YOU, TORCH--
BUT, WHEN THE DAY COMES THAT I CAN'T LEAP UP AND PUNCH MY WAY THRU A FLIMSY ROOFTOP--
I'LL TURN IN MY WEBBING FOR A PINK YO-YO!
DON'T KNOCK YO-YOS, WEBHEAD!
I WAS THE STAR YO-YO CHAMP OF MY WHOLE KINDERGARTEN CLASS!
IT'S NICE TO KNOW YOU WERE ONCE GOOD AT SOMETHING!
WELL HARDY HAR-HAR!
LOOK! THERE THEY GO NOW-- VIA ONE OF THE WIZARD'S NUTTY JET MACHINES!
TOO FAR FOR ME TO REACH THEM WITH MY WEBBING!
--SO HOW THE DICKENS AM I GONNA GO AFTER THEM?
I KNEW THEY'D SEE US IF WE HOVERED HERE LONG ENOUGH!
BUT, WE CAN'T STAY ANY LONGER! THEY'LL BE AFTER US IN SECONDS! LET'S REACH MAX SPEED AND GET OUT OF HERE!
GLAD YOU ASKED, YOUNG FELLA--
'CAUSE I'VE GOT THE ANSWER FOR YOU!

SAY! THIS IS A GREAT IDEA, TORCHY!
YOU COULD PROBABLY MAKE A BUNDLE HIRING YOURSELF OUT TO WATER SKIERS!
AS LONG AS THEY HAVE ENOUGH ASBESTOS WEBBING, THAT IS!
SAY--WHERE ARE THEY HEADING FOR NOW?
IT'S THE SPECIALLY-CREATED AREA THAT THEY USE FOR THEIR JUNGLE MOVIES!
MAYBE THEY FIGURE TO LOSE US IN THE FOLIAGE!
BUT, IF THAT'S IT, THEY'VE GOT ANOTHER THINK COMING!
I CAN DEFOLIATE THE WHOLE LANDSCAPE WITH JUST ONE MINI-NOVA BLAST!
DON'T BOTHER, CHUM! I'VE GOT A BETTER IDEA!
THEY LANDED SOMEWHERE IN THAT UNDER-BRUSH AHEAD!
MY SPIDEY SENSE OUGHTTA LEAD US TO 'EM EASY ENOUGH!
BESIDES, IF YOU WIPE OUT A WHOLE JUNGLE, IT'LL LOOK LIKE YOU'RE SHOWIN' OFF!
THOOM! THOOM!
HEY! WHAT'S GOING ON? YOU DON'T HAVE TO BE A SPIDER-MAN TO HEAR THAT NOISE!!

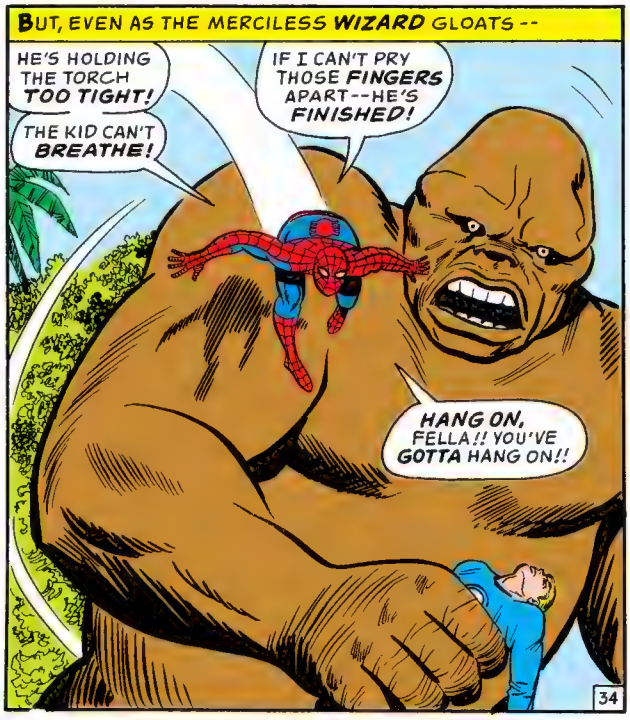

WATCH IT, SPIDEY!
IT'S SOME SORT OF GIANT MECHANICAL GORILLA!
AT LEAST, I HOPE IT'S MECHANICAL!
KRKRRK RK RRR!
IT'S MECHANICAL, ALL RIGHT!
BUT, THAT DOESN'T MAKE IT ANY LESS DANGEROUS!
I'LL BET MYSTERIO AND THE WIZARD ARE WORKING THE CONTROLS FROM SOMEWHERE!
IT'S PROBABLY ANOTHER TRAP THEY HAD SET!
I'LL BET THEY WANTED US TO FOLLOW THEM HERE--BECAUSE OF HIM!
HEY-WAIT! LOOK OUT!!
YOU TAKE A BREATHER, BOY! I'LL HANDLE CHUCKLES OVER HERE!

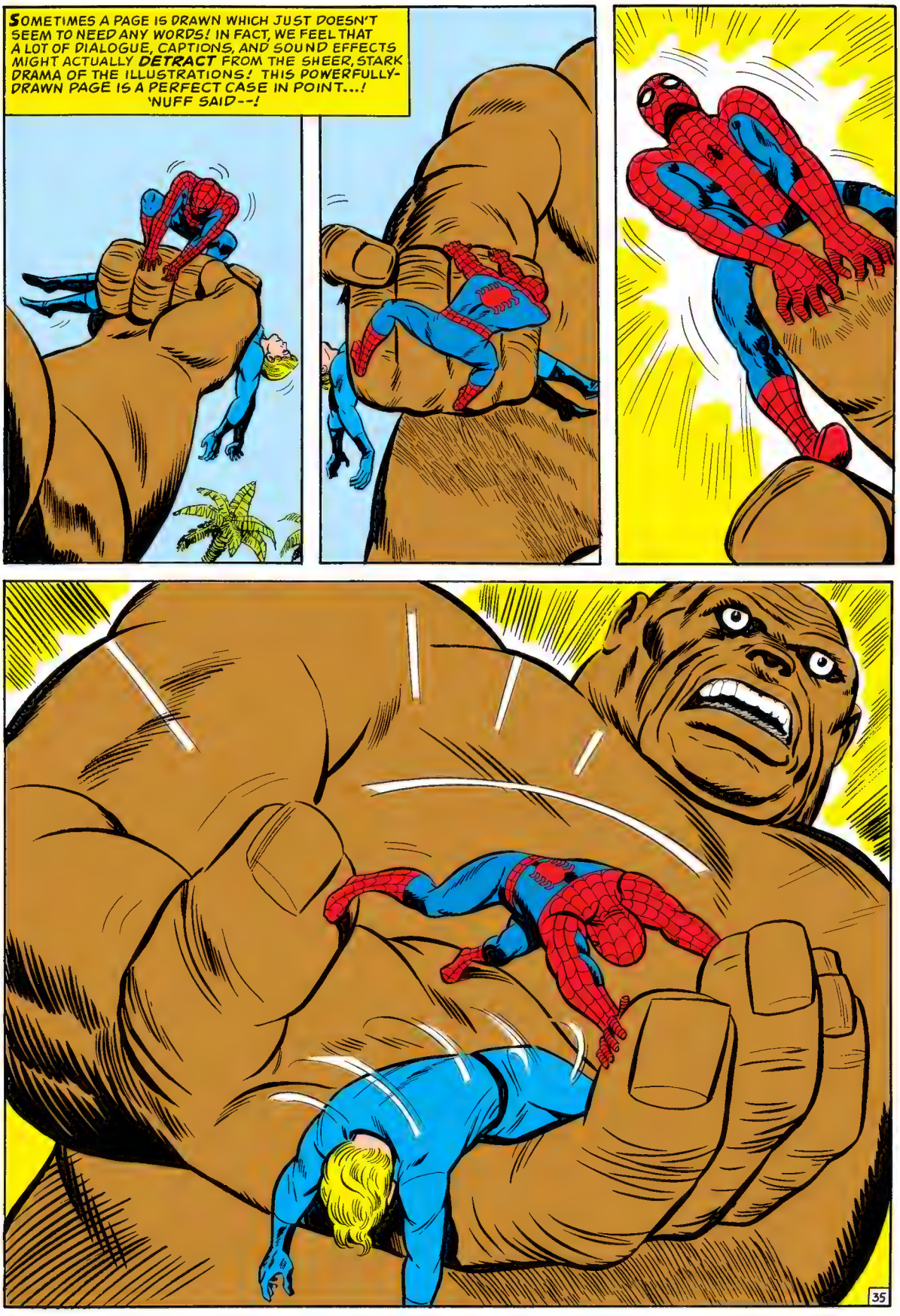

HAH! THE FLAMING FOOL IS ATTACKING OUR MECHANIZED KILLER--JUST AS WE KNEW HE WOULD!
WHAT A PITY HE DIDN'T LISTEN TO SPIDER-MAN'S WARNING!
THE MASKED WEB-SLINGER MUST SOMEHOW HAVE SENSED THAT THE GORILLA IS CONSTRUCTED OF FIRE-PROOF PLASTIC!
THUS, AT LONG LAST --THE TORCH SHALL BE DESTROYED!
HE GOT HIM!! WITH ONE SIMPLE BLOW OF HIS FIRE-PROOF HAND!!
THE TORCH IS STUNNED!! HIS FLAME IS SNUFFED OUT!! HE'S FINISHED!
THAK!
BUT, ALTHOUGH WE DON'T LIKE TO DISAGREE WITH ANYONE, NO GOOD GUY IS EVER FINISHED WHILE OL' SPIDEY IS WITHIN ATTACKING RANGE--!
IF THAT OVERSIZED CHIMP GETS HIS PAWS ON THE TORCH, IT'LL BE CURTAINS FOR THE KID!
I'VE GOT TO STOP HIM SOMEHOW--!
BUT, MY OWN SPIDER STRENGTH IS A JOKE COMPARED TO THIS MOUNTAIN OF MECHANICAL MUSCLE!!
HOW AM I GONNA DO IT?

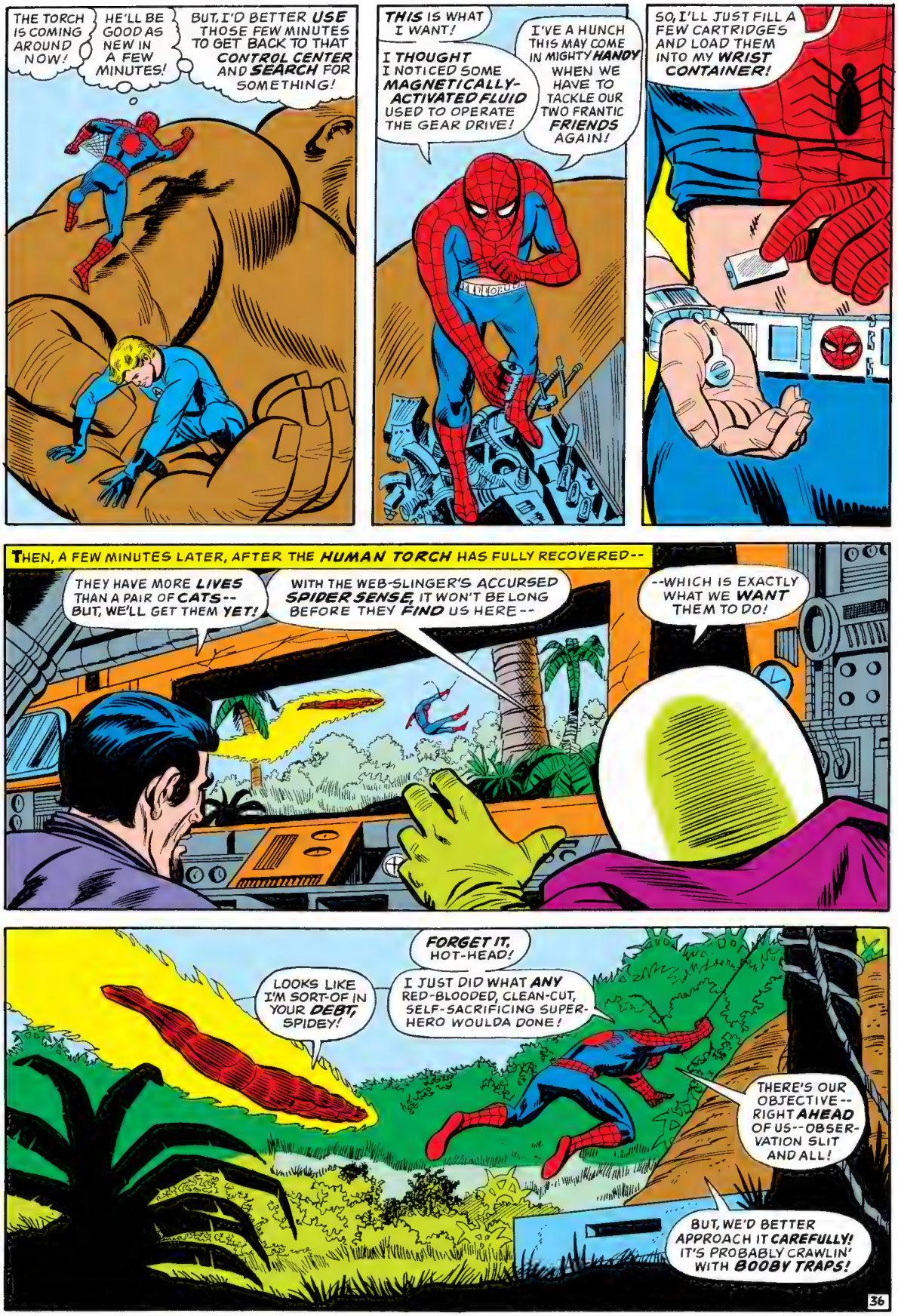
WAIT A MINUTE!! IF HE'S MECHANICAL --HE HAS TO HAVE A CONTROL CENTER SOME-WHERE--!
AND, I'LL BET THIS LITTLE TRAP DOOR DOOHICKEY WASN'T JUST PUT HERE FOR SHOW!
HE'S GRABBING THE TORCH!! OUR TIME'S RUN OUT!! IT'S NOW OR NEVER--!


SO--IT BETTER BE --NOW!!
FLANG!
I DID IT!! I SMASHED THE CONTROLS!!
BUT--DID I DO IT IN TIME?

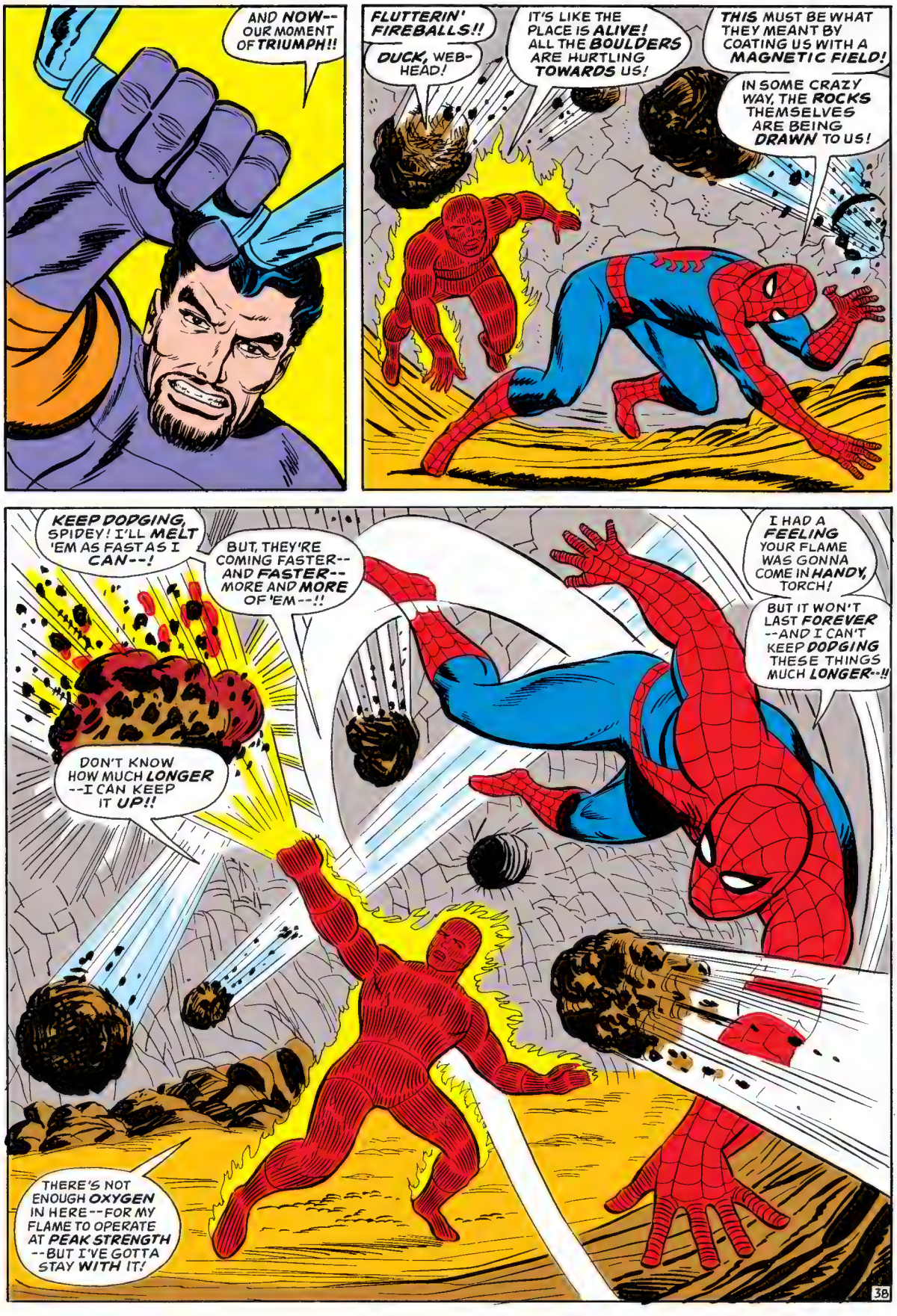
AND, IN THEIR PRIVATE BUNKER, THE WIZARD AND MYSTERIO WONDER ABOUT THE SAME THING ---
SPIDER-MAN WAS TOO FAST FOR US!! HE'S DE-ACTIVATED THE GORILLA!
BUT, WE STILL ACHIEVED OUR OBJECTIVE!!
HE'LL NEVER BE ABLE TO FREE THE TORCH FROM THAT VISE-LIKE GRIP!
THAT MEANS WE'LL ONLY HAVE SPIDER-MAN TO CONTEND WITH FROM NOW ON--
AND SO, OUR VICTORY IS ASSURED!

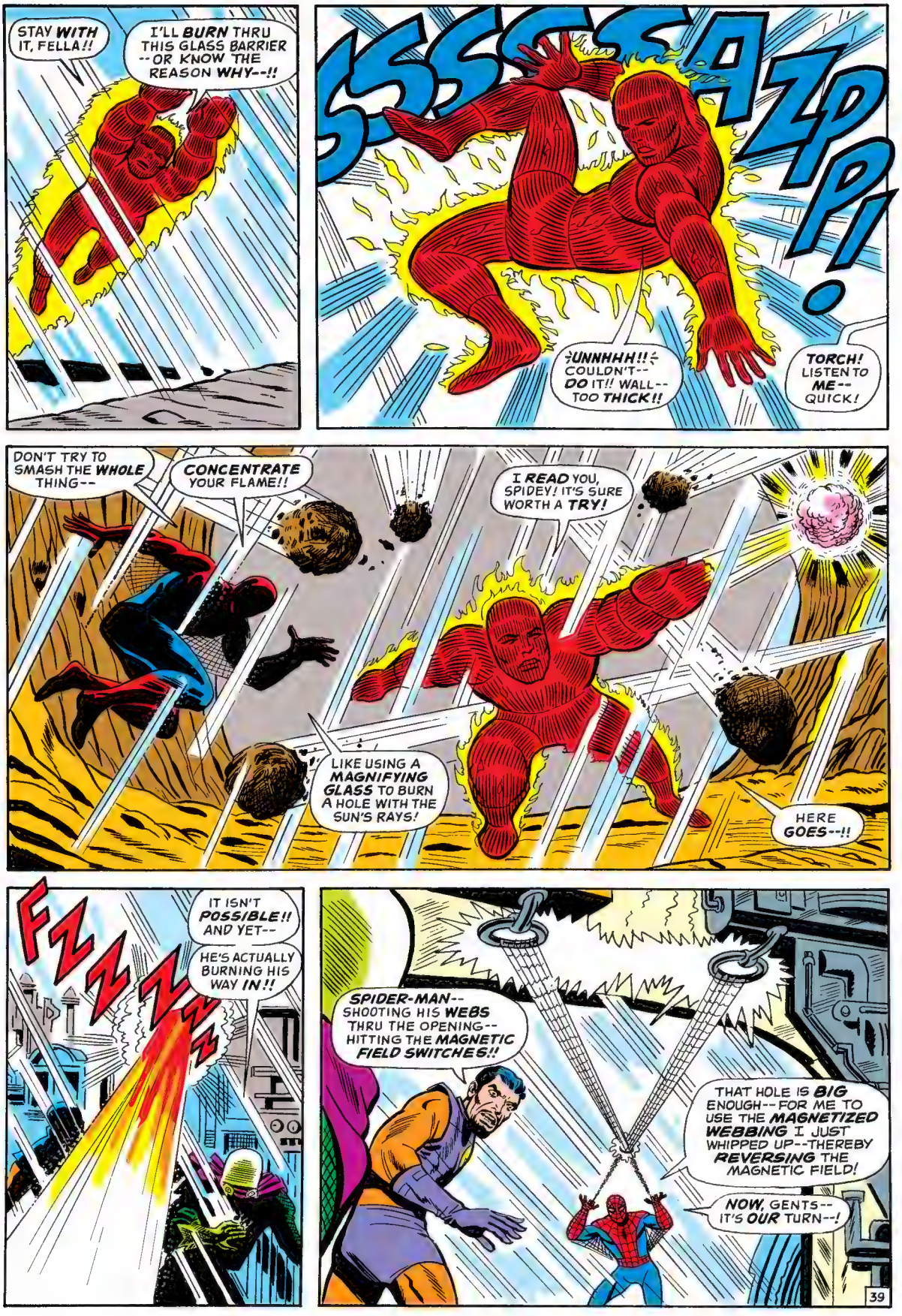

BUT, EVEN AS THE MERCILESS WIZARD GLOATS --
HE'S HOLDING THE TORCH TOO TIGHT!
THE KID CAN'T BREATHE!
IF I CAN'T PRY THOSE FINGERS APART--HE'S FINISHED!
HANG ON, FELLA!! YOU'VE GOTTA HANG ON!!


SOMETIMES A PAGE IS DRAWN WHICH JUST DOESN'T SEEM TO NEED ANY WORDS! IN FACT, WE FEEL THAT A LOT OF DIALOGUE, CAPTIONS, AND SOUND EFFECTS MIGHT ACTUALLY DETRACT FROM THE SHEER, STARK DRAMA OF THE ILLUSTRATIONS! THIS POWERFULLY-DRAWN PAGE IS A PERFECT CASE IN POINT...! 'NUFF SAID--!
35

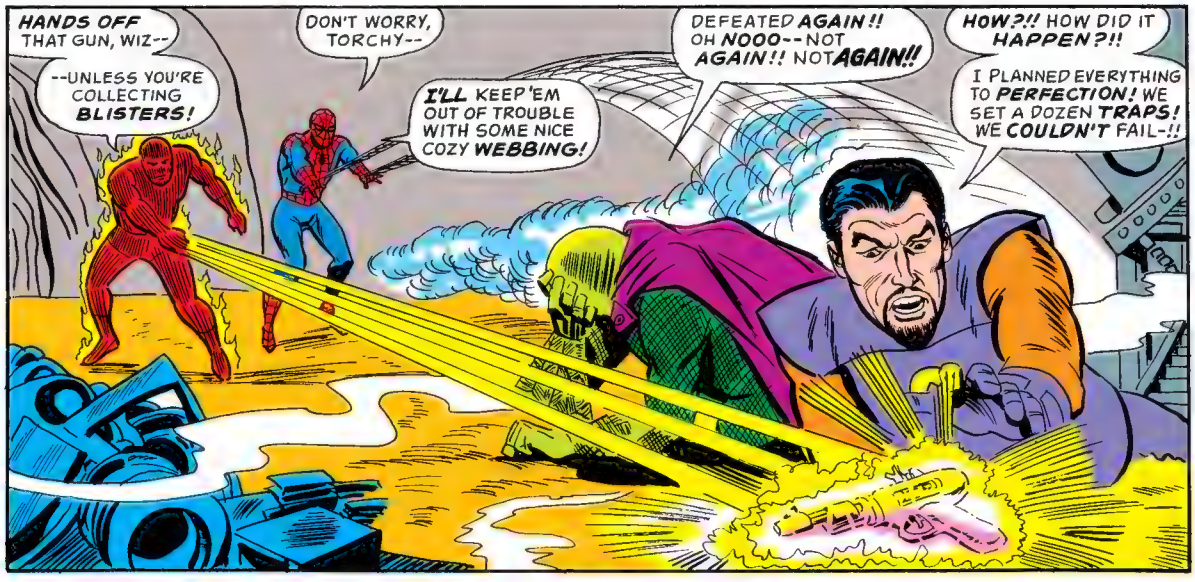

THE TORCH IS COMING AROUND NOW!
HE'LL BE GOOD AS NEW IN A FEW MINUTES!
BUT, I'D BETTER USE THOSE FEW MINUTES TO GET BACK TO THAT CONTROL CENTER AND SEARCH FOR SOMETHING!
THIS IS WHAT I WANT!
I THOUGHT I NOTICED SOME MAGNETICALLY-ACTIVATED FLUID USED TO OPERATE THE GEAR DRIVE!
I'VE A HUNCH THIS MAY COME IN MIGHTY HANDY WHEN WE HAVE TO TACKLE OUR TWO FRANTIC FRIENDS AGAIN!
SO, I'LL JUST FILL A FEW CARTRIDGES AND LOAD THEM INTO MY WRIST CONTAINER!
THEN, A FEW MINUTES LATER, AFTER THE HUMAN TORCH HAS FULLY RECOVERED--
THEY HAVE MORE LIVES THAN A PAIR OF CATS-- BUT, WE'LL GET THEM YET!
WITH THE WEB-SLINGER'S ACCURSED SPIDER SENSE, IT WON'T BE LONG BEFORE THEY FIND US HERE--
--WHICH IS EXACTLY WHAT WE WANT THEM TO DO!
FORGET IT, HOT-HEAD!
LOOKS LIKE I'M SORT-OF IN YOUR DEBT, SPIDEY!
I JUST DID WHAT ANY RED-BLOODED, CLEAN-CUT, SELF-SACRIFICING SUPER-HERO WOULDA DONE!
THERE'S OUR OBJECTIVE-- RIGHT AHEAD OF US--OBSERVATION SLIT AND ALL!
BUT, WE'D BETTER APPROACH IT CAREFULLY! IT'S PROBABLY CRAWLIN' WITH BOOBY TRAPS!

THEN, AFTER A FEW FRANTIC SECONDS OF RECONNOITERING--
HOW ABOUT THAT? AN UNGUARDED REAR ENTRANCE!
JUST WHAT WE WANTED! LET'S MOVE!!
THERE THEY ARE-- BENDING OVER THAT ELECTRONIC INSTRUMENT PANEL!
THEY DON'T SUSPECT A THING--!
SO WHAT ARE WE WAITING FOR?!!
OVERCONFIDENT FOOLS!! WE'VE BEEN WATCHING YOU ON OUR PERI-SCREEN! YOU'VE BOTH DOOMED YOURSELVES!
WE HAD TO ACT UNSUSPECTING --TO LURE YOU IN HERE! BUT NOW-- YOU'VE LOST! IT'S OVER-- FOREVER!
ARE THEY KIDDIN'?
EVEN IF THEY KNEW WE WERE BEHIND THEM-- WHAT CAN THEY DO ABOUT IT?
LET'S PLAY IT COOL! I DON'T LIKE THIS!
EVEN AS WE SPEAK, I HAVE THROWN A SWITCH, CAUSING YOU BOTH TO BE COATED WITH AN INVISIBLE MAGNETIC FIELD--WHICH WILL SOON DESTROY YOU!
AND, TO MAKE CERTAIN YOU WILL REMAIN FOR ALL THE FESTIVITIES--
OUR PREVIOUSLY-PREPARED BARRIERS WILL HELP YOU RESIST THE TEMPTATION TO FLEE!
Y'KNOW SOMETHIN', SPIDEY? I DON'T THINK THEY REALLY LIKE US!
NOW WHATEVER GAVE YOU THAT IDEA?
I KINDA HOPE YOUR FLAME IS COOKIN' ON ALL BURNERS RIGHT NOW, PAL--
'CAUSE I'VE GOT A FEELING WE'RE SURE GONNA NEED IT!


AND NOW--OUR MOMENT OF TRIUMPH!!
FLUTTERIN' FIREBALLS!!
DUCK, WEB-HEAD!
IT'S LIKE THE PLACE IS ALIVE! ALL THE BOULDERS ARE HURTLING TOWARDS US!
THIS MUST BE WHAT THEY MEANT BY COATING US WITH A MAGNETIC FIELD!
IN SOME CRAZY WAY, THE ROCKS THEMSELVES ARE BEING DRAWN TO US!
KEEP DODGING, SPIDEY! I'LL MELT 'EM AS FAST AS I CAN--!
BUT, THEY'RE COMING FASTER--AND FASTER--MORE AND MORE OF 'EM--!!
I HAD A FEELING YOUR FLAME WAS GONNA COME IN HANDY, TORCH!
BUT IT WON'T LAST FOREVER--AND I CAN'T KEEP DODGING THESE THINGS MUCH LONGER--!!
DON'T KNOW HOW MUCH LONGER--I CAN KEEP IT UP!!
THERE'S NOT ENOUGH OXYGEN IN HERE--FOR MY FLAME TO OPERATE AT PEAK STRENGTH--BUT I'VE GOTTA STAY WITH IT!
38

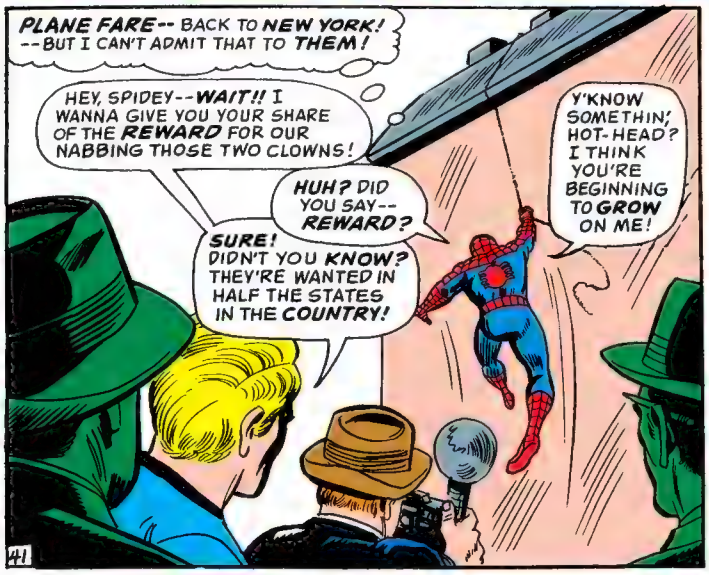

STAY WITH IT, FELLA!!
I'LL BURN THRU THIS GLASS BARRIER --OR KNOW THE REASON WHY--!!
SSSSSAZPP!
UNNHHH!! COULDN'T-- DO IT!! WALL-- TOO THICK!!
TORCH! LISTEN TO ME-- QUICK!
DON'T TRY TO SMASH THE WHOLE THING--
CONCENTRATE YOUR FLAME!!
I READ YOU, SPIDEY! IT'S SURE WORTH A TRY!
LIKE USING A MAGNIFYING GLASS TO BURN A HOLE WITH THE SUN'S RAYS!
HERE GOES--!!
FZZZZZ
IT ISN'T POSSIBLE!! AND YET--
HE'S ACTUALLY BURNING HIS WAY IN!!
SPIDER-MAN-- SHOOTING HIS WEBS THRU THE OPENING-- HITTING THE MAGNETIC FIELD SWITCHES!!
THAT HOLE IS BIG ENOUGH--FOR ME TO USE THE MAGNETIZED WEBBING I JUST WHIPPED UP--THEREBY REVERSING THE MAGNETIC FIELD!
NOW, GENTS-- IT'S OUR TURN--!

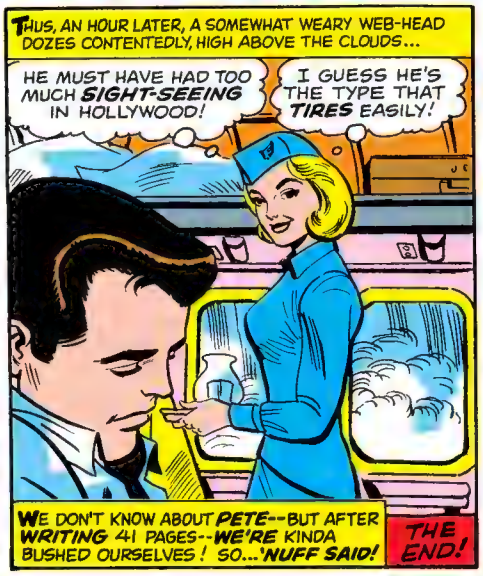
THE ROCKS!! THEY'RE FLYING AWAY FROM US --IN THE OPPOSITE DIRECTION!
THAT'S THE NAME OF THE GAME, SON!
BY REVERSING THE MAGNETIC FIELD, EVERYTHING NOW WILL GO ZOOMING RIGHT TO THEIR OWN CONTROL PANEL!!
HEADS UP, BAD GUYS!! THAR SHE BLOOOOOOWS!!
BAKA-BOOM!
KRASH!


HANDS OFF THAT GUN, WIZ--
--UNLESS YOU'RE COLLECTING BLISTERS!
DON'T WORRY, TORCHY--
I'LL KEEP 'EM OUT OF TROUBLE WITH SOME NICE COZY WEBBING!
DEFEATED AGAIN!! OH NOOO--NOT AGAIN!! NOT AGAIN!!
HOW?!! HOW DID IT HAPPEN?!!
I PLANNED EVERYTHING TO PERFECTION! WE SET A DOZEN TRAPS! WE COULDN'T FAIL-!!

AWWW, SHUT UP, YOU CREEPS!
YOU THINK YOU'VE GOT TROUBLES?
WHAT ABOUT THE MONEY I WAS COUNTING ON FROM YOUR PHONY MOVIE?
WELL, LOOKY HERE! NOW MYSTERIO AND THE WIZARD WON'T HAVE TO WORRY ABOUT BEING LONELY!
HI, MEN! WE'VE GOT 'EM ALL GIFT-WRAPPED AND READY FOR DELIVERY!

MINUTES LATER, THE PRESS EAGERLY ARRIVES UPON THE SCENE--
YOU AND THE TORCH WOULD MAKE A GREAT TEAM, SPIDER-MAN!
FORGET IT, GENTS! THE LAST THING I NEED RIGHT NOW IS A PARTNER!
STAGE 7
HAVE YOU EVER CONSIDERED--?
WELL THEN, WHAT DO YOU NEED?


PLANE FARE-- BACK TO NEW YORK! --BUT I CAN'T ADMIT THAT TO THEM!
HEY, SPIDEY--WAIT!! I WANNA GIVE YOU YOUR SHARE OF THE REWARD FOR OUR NABBING THOSE TWO CLOWNS!
HUH? DID YOU SAY-- REWARD?
SURE! DIDN'T YOU KNOW? THEY'RE WANTED IN HALF THE STATES IN THE COUNTRY!
Y'KNOW SOMETHIN', HOT-HEAD? I THINK YOU'RE BEGINNING TO GROW ON ME!


THUS, AN HOUR LATER, A SOMEWHAT WEARY WEB-HEAD DOZES CONTENTEDLY, HIGH ABOVE THE CLOUDS...
HE MUST HAVE HAD TOO MUCH SIGHT-SEEING IN HOLLYWOOD!
I GUESS HE'S THE TYPE THAT TIRES EASILY!
WE DON'T KNOW ABOUT PETE--BUT AFTER WRITING 41 PAGES--WE'RE KINDA BUSHED OURSELVES! SO...'NUFF SAID!
THE END!

LET'S TAKE A BREAK AS WE VISIT...

THE COFFEE BEAN BARN!

THE UNOFFICIAL CULTURAL CENTER OF GOOD OL' E.S.U.!

TODAY'S SPECIAL: YESTERDAY'S LEFTOVERS!

IF YOU DON'T SEE WHAT YOU WANT.. ..FORGET IT!!

IF YOU THINK OUR COFFEE TASTES LIKE DISHWATER... WAIT'LL YOU TASTE OUR DISHWATER!

FREE ESPRESSO TO ALL! (--50¢ RENTAL FOR THE CUP AND SAUCER!)

FU MANCHU FOR MAYOR

SUPPORT CLEAN HOBBITS! WOODY ALLEN LIVES! (MORE OR LESS!)

SPECIAL 50

SPECIAL 40

SPECIAL 35

SHOW US *AGAIN* HOW YOU TRAPPED AN ENTIRE ENEMY PLATOON, FLASH BABY!

AN ENTIRE *PLATOON*?!!

WOULDJA BELIEVE! ONE STRAY *COW*!

AWW, YOU MUST BE *SICK* OF ARMY TALK BY NOW!

WELL, NOW THAT YOU *MENTION* IT...!

ANY *UNIFORM* REALLY TURNS THE CHICKS ON!

YEAH--EXCEPT A SWINGIN' *SPIDEY* SUIT!

HELP FEED OUR STARVING JUKE BOX

SO *THIS* IS WHERE IT'S *HAPPENING*, MAY!

COOL IT, SWEETIE! WE DON'T WANT THOSE CATS TO DIG THAT WE'RE *HIPPIES*!

SPECIAL NOTE FOR FUTURE HISTORIANS: THE UNVARNISHED *EXPLANATION* FOR WHY WE INCLUDED YON SEEMINGLY UNRELATED DOUBLE-PAGE SPREAD IN THIS NEVER-TO-BE-FORGOTTEN ISSUE IS: WHILE WORKING ON THE *REST* OF THE MAG, WE BEGAN TO DEVELOP A KING-SIZED *THIRST*, AND KEPT WISHING WE HAD SOME CUPS OF JAVA! WELL, ONE THING LED TO ANOTHER, UNTIL.. HERE WE *ARE*... GULPIN' WITH THE GANG!

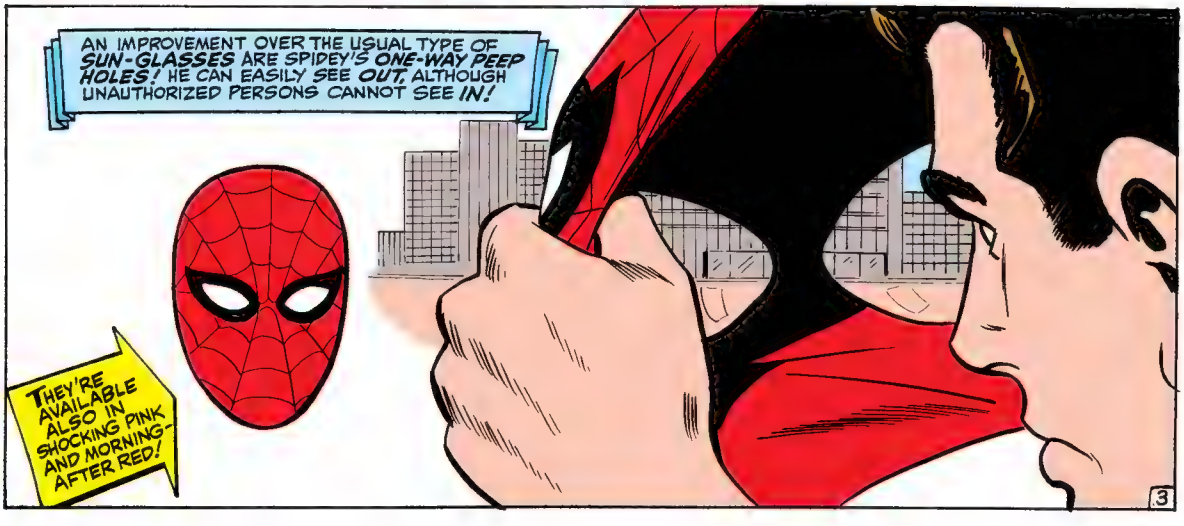
FORGIVE US FOR THOSE LAST TWO BITS OF DIZZY DIALOGUE, FAITHFUL ONE... BUT, IT'S BEEN A LONG, HOT SUMMER... AND WE DIDN'T THINK YOU'D MIND IF WE LET OFF SOME STEAM... JUST THIS ONCE!

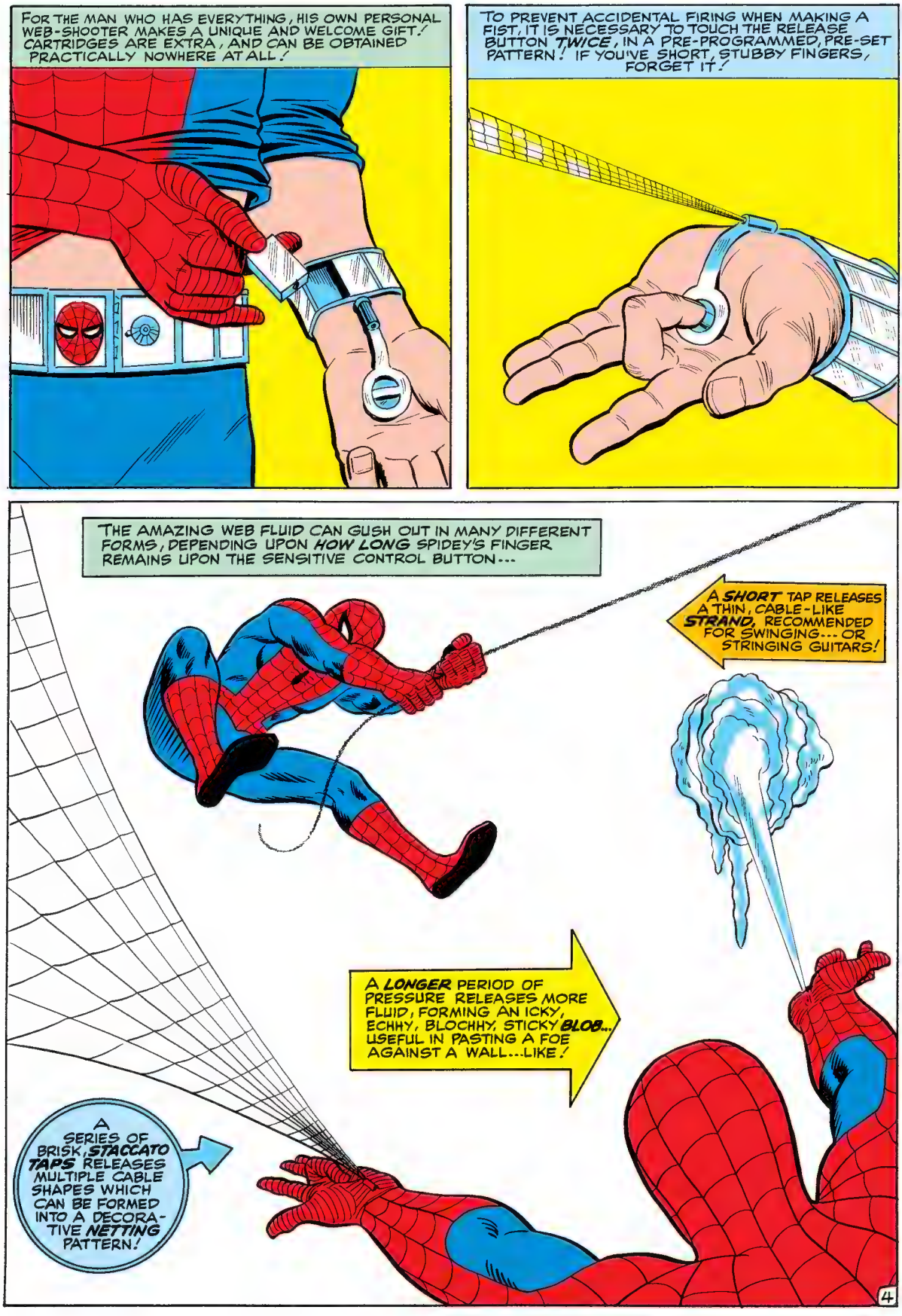
1.

2.

WHAT THE WELL-DRESSED SPIDER-MAN WILL WEAR

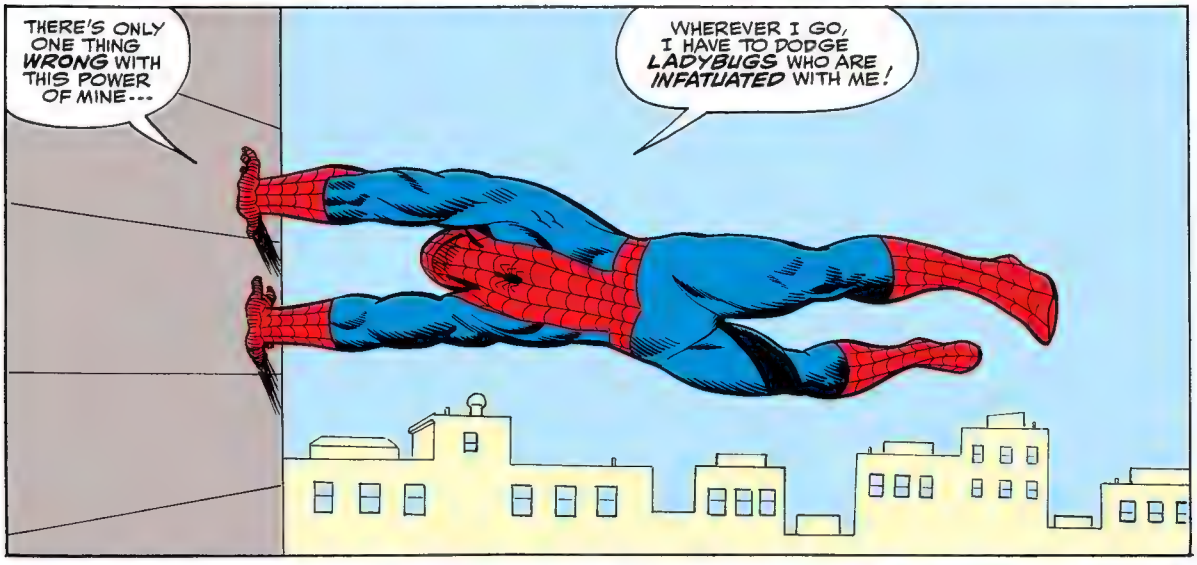
IN PLACE OF AN ORDINARY UNDERSHIRT, OUR HERO PREFERS A RED-AND-BLUE, DECORATOR-INSPIRED STRIPED MOTIF!
GLOVES AND HEAD MASKS ARE BEING TUCKED INTO ONE'S UTILITY BELT THIS YEAR---IN A BID FOR CHICNESS!
WHEN CLIMBING WALLS, IT IS RECOMMENDED TO LEAVE ONE'S STREET CLOTHES SECURELY WRAPPED IN A WEB-SACK... TO AVOID COSTLY CLEANING BILLS!
NOTE: THE NAILS MUST BE WELL TRIMMED TO PREVENT RIPPING DISTINCTIVE-PATTERNED STRETCH-SOCKS..!

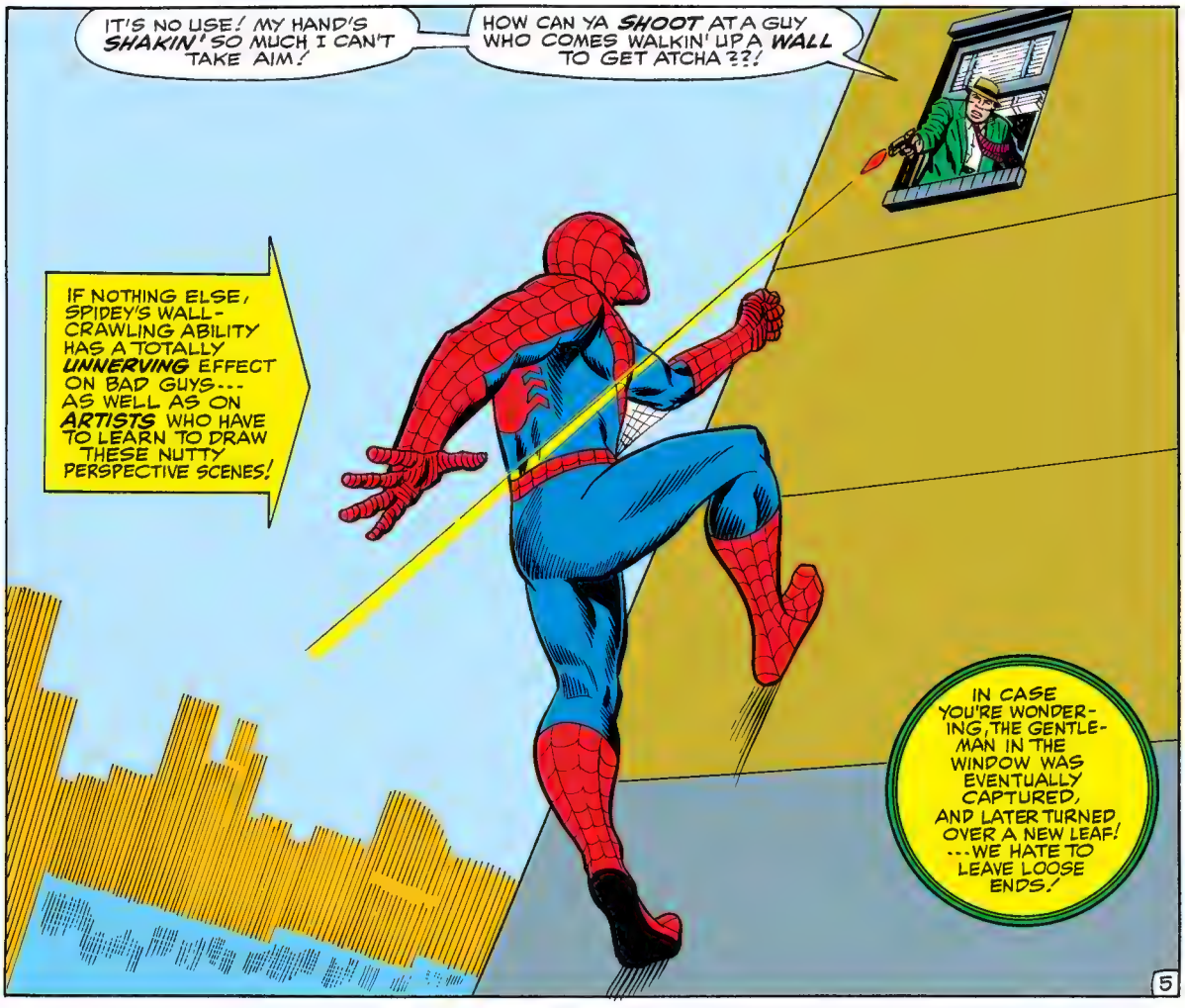

AN IMPROVEMENT OVER THE USUAL TYPE OF SUN-GLASSES ARE SPIDEY'S ONE-WAY PEEP HOLES! HE CAN EASILY SEE OUT, ALTHOUGH UNAUTHORIZED PERSONS CANNOT SEE IN!
THEY'RE AVAILABLE ALSO IN SHOCKING PINK AND MORNING-AFTER RED!

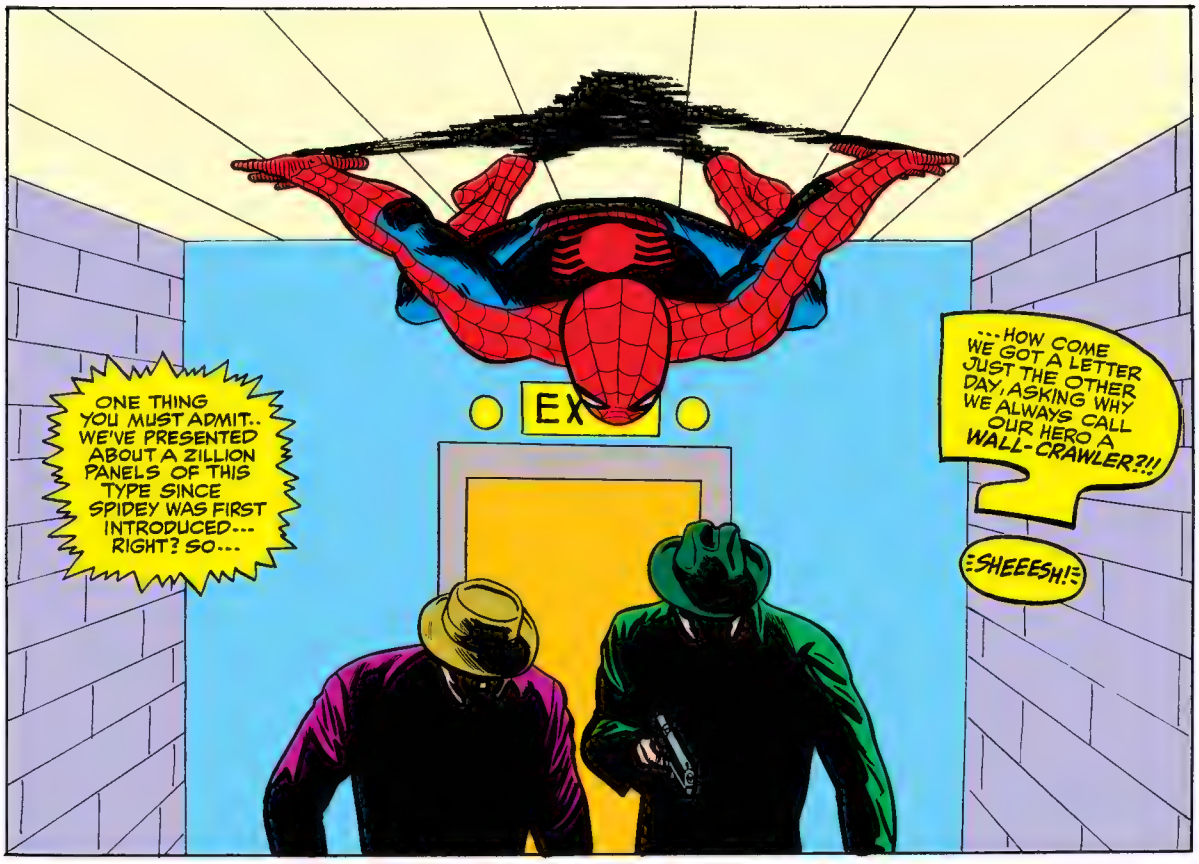

FOR THE MAN WHO HAS EVERYTHING, HIS OWN PERSONAL WEB-SHOOTER MAKES A UNIQUE AND WELCOME GIFT! CARTRIDGES ARE EXTRA, AND CAN BE OBTAINED PRACTICALLY NOWHERE AT ALL!
TO PREVENT ACCIDENTAL FIRING WHEN MAKING A FIST, IT IS NECESSARY TO TOUCH THE RELEASE BUTTON TWICE, IN A PRE-PROGRAMMED, PRE-SET PATTERN! IF YOU'VE SHORT, STUBBY FINGERS, FORGET IT!
THE AMAZING WEB FLUID CAN GUSH OUT IN MANY DIFFERENT FORMS, DEPENDING UPON HOW LONG SPIDEY'S FINGER REMAINS UPON THE SENSITIVE CONTROL BUTTON...
A SHORT TAP RELEASES A THIN, CABLE-LIKE STRAND, RECOMMENDED FOR SWINGING... OR STRINGING GUITARS!
A LONGER PERIOD OF PRESSURE RELEASES MORE FLUID, FORMING AN ICKY, ECHHY, BLOCHHY, STICKY BLOB... USEFUL IN PASTING A FOE AGAINST A WALL...LIKE!
A SERIES OF BRISK, STACCATO TAPS RELEASES MULTIPLE CABLE SHAPES WHICH CAN BE FORMED INTO A DECORATIVE NETTING PATTERN!
4

SPIDEY'S GREATEST TALENT

THE ABILITY TO CLIMB WALLS AND STICK TO ANY SURFACE!




IT'S NO USE! MY HAND'S SHAKIN' SO MUCH I CAN'T TAKE AIM!
HOW CAN YA SHOOT AT A GUY WHO COMES WALKIN' UP A WALL TO GET ATCHA??!
IF NOTHING ELSE, SPIDEY'S WALL-CRAWLING ABILITY HAS A TOTALLY UNNERVING EFFECT ON BAD GUYS--- AS WELL AS ON ARTISTS WHO HAVE TO LEARN TO DRAW THESE NUTTY PERSPECTIVE SCENES!
IN CASE YOU'RE WONDERING, THE GENTLEMAN IN THE WINDOW WAS EVENTUALLY CAPTURED, AND LATER TURNED OVER A NEW LEAF! ---WE HATE TO LEAVE LOOSE ENDS!


ONE THING YOU MUST ADMIT.. WE'VE PRESENTED ABOUT A ZILLION PANELS OF THIS TYPE SINCE SPIDEY WAS FIRST INTRODUCED--- RIGHT? SO---
EX
...HOW COME WE GOT A LETTER JUST THE OTHER DAY, ASKING WHY WE ALWAYS CALL OUR HERO A WALL-CRAWLER?!!
=SHEEESH!=

NATURALLY, SPIDEY'S CLINGING POWER MAKES HIM THE EQUAL OF DAREDEVIL HIMSELF WHEN IT COMES TO HIGH-WIRE WALKING---

HOTEL
ALTHOUGH THERE ARE SOME THINGS OUR WEB-SPINNER CAN DO THAT EVEN DO MIGHT HAVE TO THINK TWICE ABOUT..!

SPIDEY'S WEBBING MAY BE USED IN A VARIETY OF WAYS! WE PRESENT SOME NOW---CAUTIONING YOU THAT THEY ARE ALL PROTECTED BY INTERNATIONAL PATENT LAW!---SO HANDS OFF!

FOR THOSE OF YOU WHO'VE BEEN LIVING IN A **CAVE** ALL THESE YEARS.. THIS IS MY PRACTICALLY PRICELESS **PARACHUTE!**

OUR THANKS TO JOLLY JONAH JAMESON, WHO VOLUNTEERED TO DEMONSTRATE SPIDEY'S **SAFETY NET** WEBBING--- AFTER BEING SLIGHTLY SHOVED THROUGH HIS OFFICE WINDOW!

FOOOOOSH

NOTE HOW A SOLIDLY-PACKED, **AIR-TIGHT WEB BALL** CAN SAVE SPIDEY FROM DROWNING.. ALTHOUGH IT'S NOT MUCH HELP WHEN THE AIR RUNS OUT!

WE'RE NOT SURE WHERE OUR HERO IS **GOING** ON HIS LIFE-SAVING EMERGENCY BRIDGE, BUT YOU MUST ADMIT IT'S HELPING HIM TO **GET** THERE IN STYLE!

THIS SPACE FOR RENT!

ALTHOUGH IT'S NOTHING TO MAKE CAPTAIN AMERICA TURN GREEN WITH ENVY, SPIDEY'S WONDROUS WEB FLUID MAY EVEN BE FASHIONED INTO A MAKE-SHIFT **SHIELD**..ASBESTOS-COATED YET!

NO, YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS NOT THE STRONGEST CUT-UP IN MARVELDOM! EVEN HE MUST ADMIT THERE ARE THOSE WHO ARE STRONGER! BUT, REMEMBER, OUR BOY IS STILL A YOUNGSTER!
NO MATTER WHO YOU ARE, THERE'S ALWAYS SOMEONE STRONGER!
NO WONDER I'M RIDDLED WITH PHOBIAS AND DEEP-ROOTED HANG-UPS!

SAY "HELLO" TO SPIDEY'S
FAVORITE FOES!

THE GREEN GOBLIN

THE LOVABLE LIZARD

THE SINISTER SANDMAN

THE NEW VULTURE

EVER-LOVIN' ELECTRO

KRAVEN, THE HUNTER

DARLIN' DOC OCK

THE RAMPAGING RHINO

...AND WAIT'LL YOU SEE THE NEW ONES IN STORE FOR YOU AND SPIDEY IN THE MONTHS TO COME!

THEY'LL FLIP YOU OUTTA YOUR WEB, CHARLIE!

FINALLY... A VISIT TO PETEY'S PAD!

THIS IS THE *LIVING ROOM* (AS IF YOU COULDN'T TELL) OF THE APARTMENT PETE SHARES WITH HARRY OSBORN! IT'S NOT USUALLY THIS NEAT, BUT THEY TIDIED IT UP WHEN THEY HEARD WE WERE COMING!

THIS IS THE *DOOR* LEADING TO HARRY'S OWN BEDROOM... BUT IT'S NOT WHAT INTERESTS US MOST...

SO LET'S TAKE A PEEK AT *PETER'S ROOM*... 'CAUSE *THAT'S* THE SCENE WE MEAN...!

WE'RE NOT SURE, BUT WE SUSPECT THAT THIS IS WHERE THEY STORE THEIR EVER-GROWING COLLECTION OF *MARVEL COMICS!*

NO! NO! NO! THIS BRICK WALL ISN'T *REALLY* BROKEN! WE JUST DREW IT THIS WAY SO THAT YOU COULD SEE *OVER* IT!

WE SUGGEST THAT YOU *FILE* THIS EARTH-SHAKING DOUBLE-SPREAD IN A SAFE PLACE FOR FUTURE REFERENCE---

...AFTER ALL, YOU NEVER KNOW WHEN WE'LL FOLLOW ONE OF OUR YARNS WITH A SURPRISE *EXAM!*

UH OH! *HARRY'S* BACK FROM HIS DATE *EARLIER* THAN I EXPECTED!

I'D BETTER LOCK MY *CLOSET DOOR* AGAIN... BUT *FAST!*

SPIDEY'S SPARE COSTUMES

BATTERIES FOR FLASHLIGHT SPIDER SIGNAL

VITAL SPARE CARTRIDGES FOR WEB SHOOTER

WIDE-ANGLE AND SPECIAL CAMERA LENSES

WEB-FLUID CHEMICALS

HIGH-SPEED FILM FOR CAMERA

OKAY! HERE'S THE SENSES-SHATTERING SCOOP WE PROMISED YOU---THIS ENTIRE ISH WAS PASSIONATELY PENCILLED BY NONE OTHER THAN LOVABLE *LARRY LIEBER*, OUR BATTY BULLPEN'S BLUSHIN' BACK-UP MAN!

WE WANNA TELL YOU *ONE YEAR IN ADVANCE*, THAT OUR 1968 SPIDEY SPECIAL WILL FEATURE THE LONG-AWAITED, MYSTERIOUS SAGA OF *PETER PARKER'S PARENTS!* IT'LL BE PENCILLED BY LARRUPIN' LARRY AND INKED BY OL' RING-A-DING HIMSELF! SEE YA THEN, PUSSYWILLOW!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
LOOK WHO'S BACK!
MARVEL COMICS GROUP
12¢ IND.
53 OCT
DOC OCK!
'NUFF SAID!

THE AMAZING SPIDER-MAN!™
ENTER: DR. OCTOPUS
WELL, IT FIGGERS! I DID ALL THE WORK, AND JOLLY JONAH WRITES THE STORY AS IF HE'S THE HERO AND I'M THE HEAVY!
IT'S THINGS LIKE THIS THAT MAKE A FELLA WANT TO CANCEL HIS SUBSCRIPTION!
D B
*IT HAPPENED LAST ISH, AS ALL BELIEVERS KNOW! --SMILEY
SPIDER-MAN! GET OUTTA THERE, YOU WEB-SWINGING WEASEL!
J. JONAH JAMESON AND FRED FOSWELL HEROES IN CASE OF SPIDER-MAN AND THE KINGPIN! FOSWELL LOSES LIFE!
ALL MY EMPLOYEES ARE SO BUSY GAWKIN' AT YOU THAT THEY'RE NOT GETTING ANY WORK DONE!
WHEN YOU FINISH APPLAUDING, SEND YOUR THANK-YOU NOTES TO:
SMILIN' STAN LEE and JAZZY JOHNNY ROMITA
COME TO THINK OF IT, MICKEY DEMEO EMBELLISHER, AND ARTIE SIMEK, LETTERER, MIGHT LIKE TO HEAR FROM YOU, TOO!
DON'T JUST DANGLE THERE, YOU PHONY FINK--
SAY SOMETHING!!

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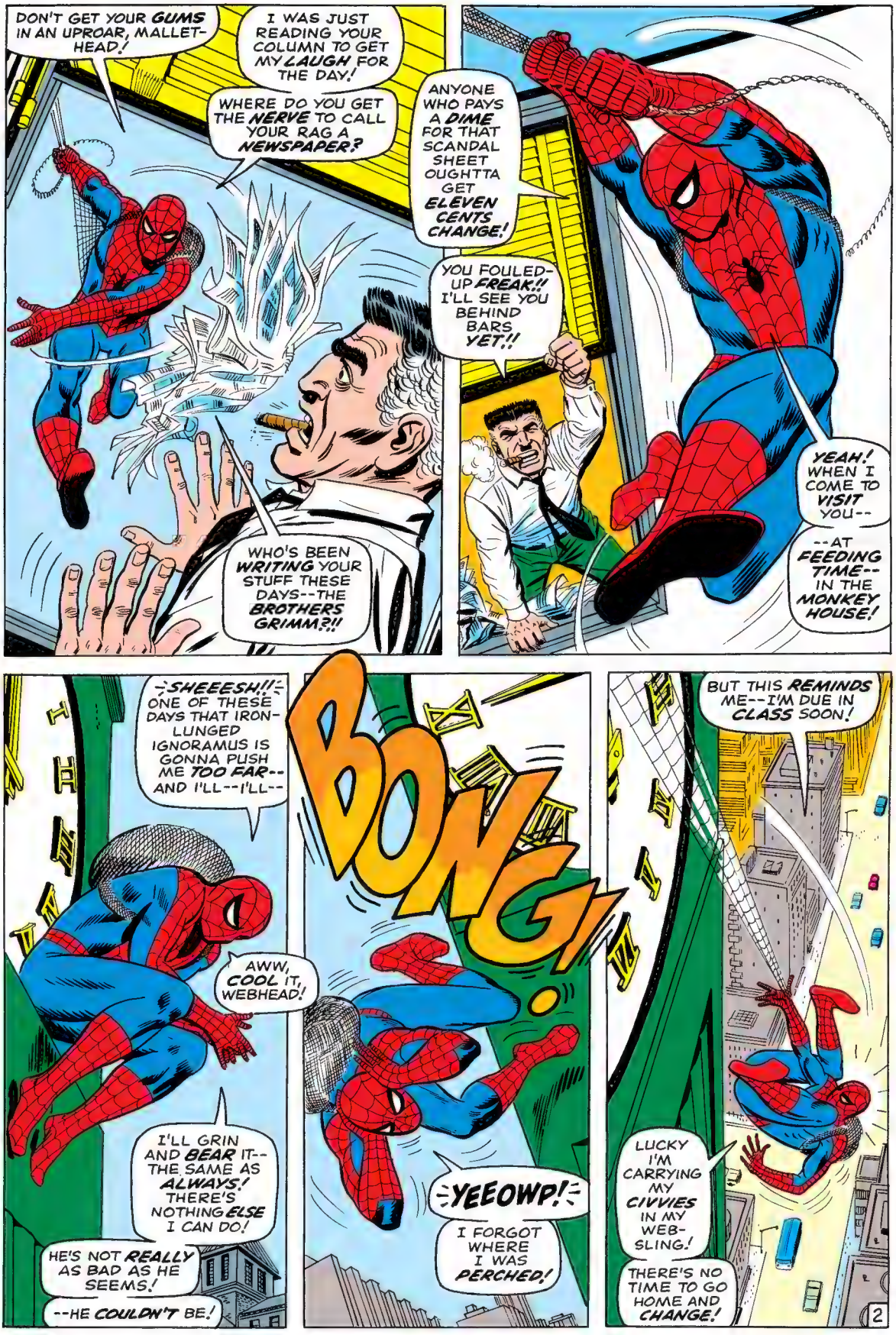
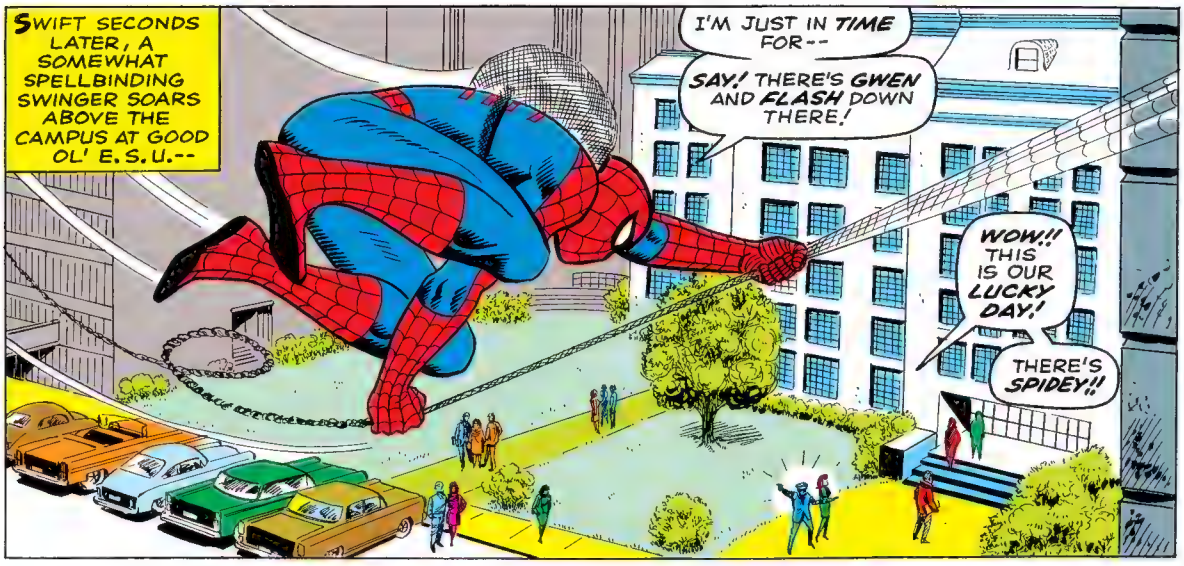
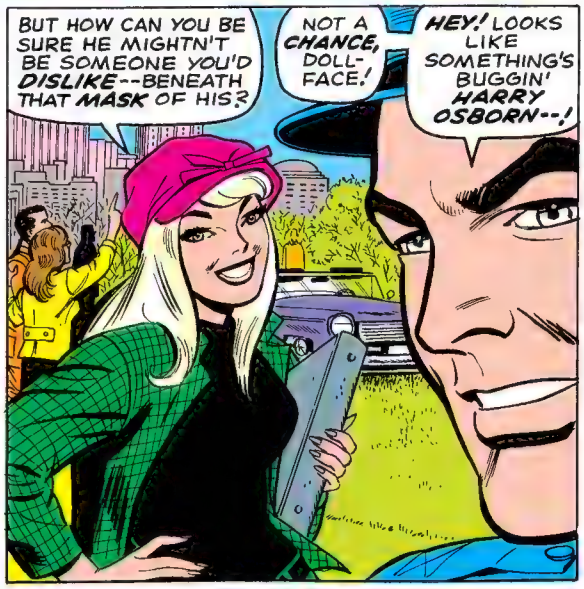
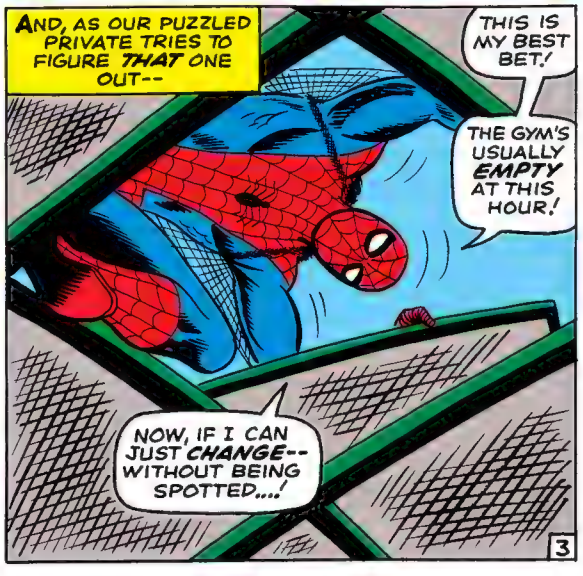

DON'T GET YOUR GUMS IN AN UPROAR, MALLET-HEAD!
I WAS JUST READING YOUR COLUMN TO GET MY LAUGH FOR THE DAY!
WHERE DO YOU GET THE NERVE TO CALL YOUR RAG A NEWSPAPER?
ANYONE WHO PAYS A DIME FOR THAT SCANDAL SHEET OUGHTTA GET ELEVEN CENTS CHANGE!
YOU FOULED-UP FREAK!! I'LL SEE YOU BEHIND BARS YET!!
WHO'S BEEN WRITING YOUR STUFF THESE DAYS--THE BROTHERS GRIMM?!!
YEAH! WHEN I COME TO VISIT YOU--
--AT FEEDING TIME-- IN THE MONKEY HOUSE!
-SHEEESH!!- ONE OF THESE DAYS THAT IRON-LUNGED IGNORAMUS IS GONNA PUSH ME TOO FAR-- AND I'LL--I'LL--
AWW, COOL IT, WEBHEAD!
I'LL GRIN AND BEAR IT-- THE SAME AS ALWAYS! THERE'S NOTHING ELSE I CAN DO!
HE'S NOT REALLY AS BAD AS HE SEEMS!
--HE COULDN'T BE!
BONG
-YEEOWP!-
I FORGOT WHERE I WAS PERCHED!
BUT THIS REMINDS ME--I'M DUE IN CLASS SOON!
LUCKY I'M CARRYING MY CIVVIES IN MY WEB-SLING!
THERE'S NO TIME TO GO HOME AND CHANGE!
2


SWIFT SECONDS LATER, A SOMEWHAT SPELLBINDING SWINGER SOARS ABOVE THE CAMPUS AT GOOD OL' E.S.U.--
I'M JUST IN TIME FOR--
SAY! THERE'S GWEN AND FLASH DOWN THERE!
WOW!! THIS IS OUR LUCKY DAY!
THERE'S SPIDEY!!

TELL ME TRUE, SOLDIER BOY-- ARE YOU REALLY SPIDER-MAN'S NUMBER ONE FAN?
YOU CAN SAY THAT AGAIN, GORGEOUS!
THAT MASKED MARVEL IS ONE JOE I'LL TAKE MY HAT OFF TO ANY DAY!


BUT HOW CAN YOU BE SURE HE MIGHTN'T BE SOMEONE YOU'D DISLIKE--BENEATH THAT MASK OF HIS?
NOT A CHANCE, DOLL-FACE!
HEY! LOOKS LIKE SOMETHING'S BUGGIN' HARRY OSBORN--!

HI! ANY-ONE SEEN PETER PARKER?
I'M GETTING SICK OF BEING HIS SOCIAL SECRETARY!
ALL I DO IS TAKE MESSAGES FOR HIM BECAUSE HE'S NEVER AROUND!
HE'LL NEVER CHANGE! ONCE AN ITCH, ALWAYS AN ITCH!
RIGHT, GWEN?
DON'T ASK ME, GENTS--
I'D RATHER ITCH THAN SWITCH!


AND, AS OUR PUZZLED PRIVATE TRIES TO FIGURE THAT ONE OUT--
THIS IS MY BEST BET!
THE GYM'S USUALLY EMPTY AT THIS HOUR!
NOW, IF I CAN JUST CHANGE-- WITHOUT BEING SPOTTED....!

I'M PROBABLY A FULL-TIME IDIOT FOR TAKING A CHANCE LIKE THIS, BUT--
UH OH!! FOOTSTEPS!! SOMEONE'S COMING!
WHEW! ANOTHER SECOND WOULD HAVE BEEN TOO LATE!
IT'S PROFESSOR WARREN!
PARKER! IS THAT YOU?
EXIT
I THOUGHT I HEARD SOMEONE IN THE GYM!
I WAS-- JUST TAKING-- A LITTLE WORKOUT, SIR--!
I NEVER REALIZED YOU WERE SO AGILE, SON!
BETTER TUCK IN YOUR UNDERSHIRT, THOUGH!
HUH? OH! YES SIR --I--I WILL!
WOW! LUCKY HE'S SO NEAR-SIGHTED-- HE DIDN'T SEE THE WEB PATTERN!
BUT DON'T PANIC, MY BOY!
NO ONE'S BEEN EXPELLED YET FOR A PROTRUDING UNDERSHIRT!
BY THE WAY, PARKER--I HAVE TWO EXTRA TICKETS TO TONIGHT'S SCIENCE EXPOSITION!
SO, IF YOU--AND A FRIEND-- WOULD LIKE TO BE MY GUEST?
THAT'S GREAT, PROFESSOR! I'VE BEEN WANTING TO GO!
GOOD! I'LL GIVE YOU A LIFT-- AFTER CLASS!
WHAT A RELIEF! HE DOESN'T SUSPECT A THING!
SAY! AREN'T YOU THE ONE WHO PICKED A PECK OF PICKLED PEPPERS?
GWEN!! JUST THE ONE I'M LOOKING FOR!
ARE YOU DOING ANYTHING SPECIAL TONIGHT, PRETTY GIRL?
EVERYTHING I DO IS SPECIAL, MR. PARKER!

WHAT I MEANT WAS-- OH, THERE'S HARRY!
HI, ROOMMATE! HOW'S IT GOIN'?
HELLO, PETE!
FLASH SAID HE'LL LOOK FOR YOU AFTER CLASS, GWEN!

WHAT'S WITH HIM? WHY THE BIG FREEZE?
YOUR UNEXPLAINED COMINGS AND GOINGS SEEM TO BE SHAKING HIM UP, LADDIE!
BUT GREEDY GWENDOLYNE IS MORE INTERESTED IN WHAT YOU HAD IN MIND FOR TONIGHT!

IT'S THE SCIENCE EXPO! MAYBE IT'S NOT YOUR CUP OF TEA, BUT--
SILLY BOY! I THOUGHT YOU'D NEVER ASK!
IN CASE YOU'VE FORGOTTON, YOUR LITTLE BLONDE BUDDY IS A SCI MAJOR, TOO!

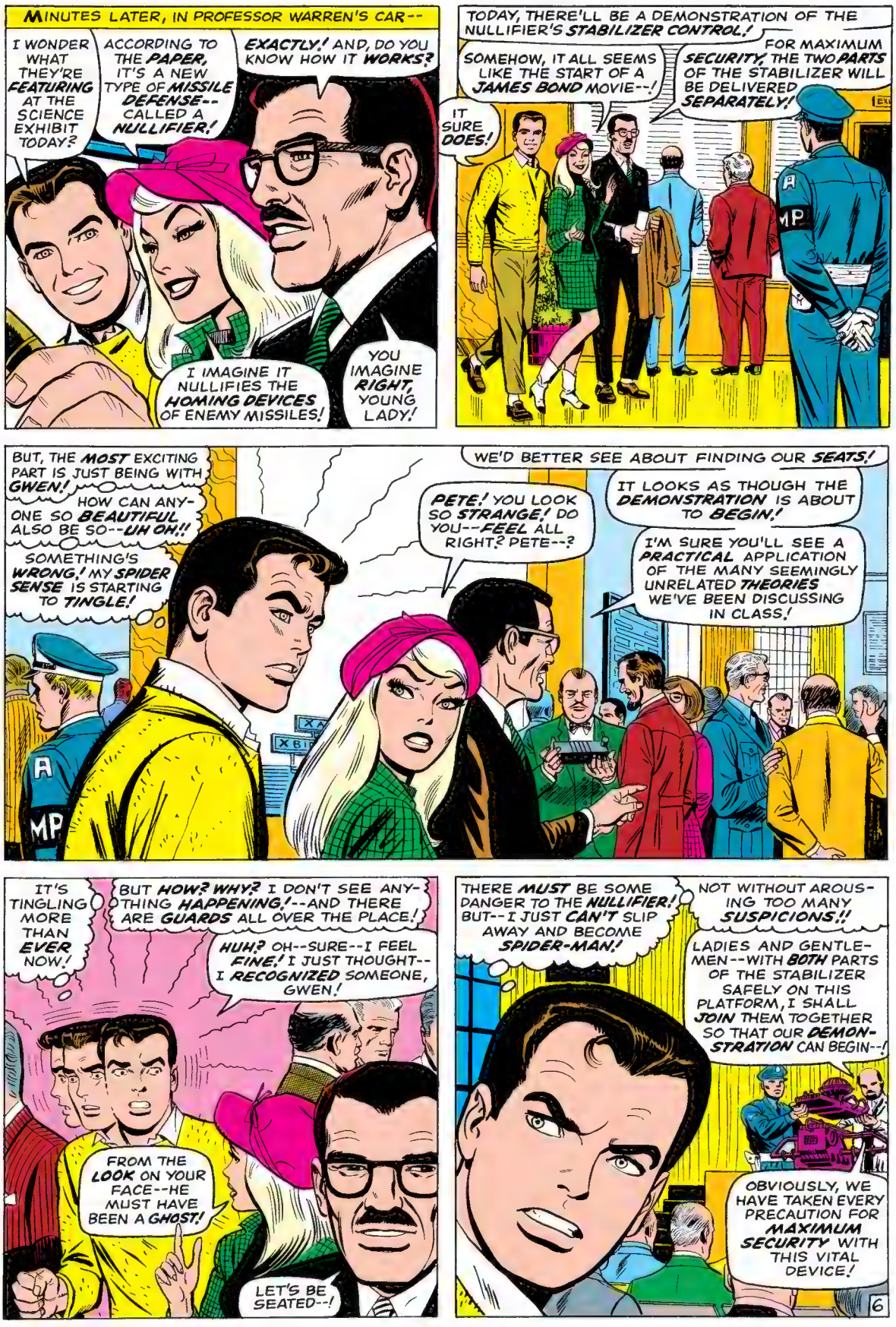
SOME TIME LATER, AFTER CLASS--
YOU'RE BRINGING MISS STACY?
I CERTAINLY ADMIRE YOUR CHOICE, PARKER!
NO TIME FOR YOU TO CHANGE! I'LL GET THE CAR--MEET YOU OUT FRONT!

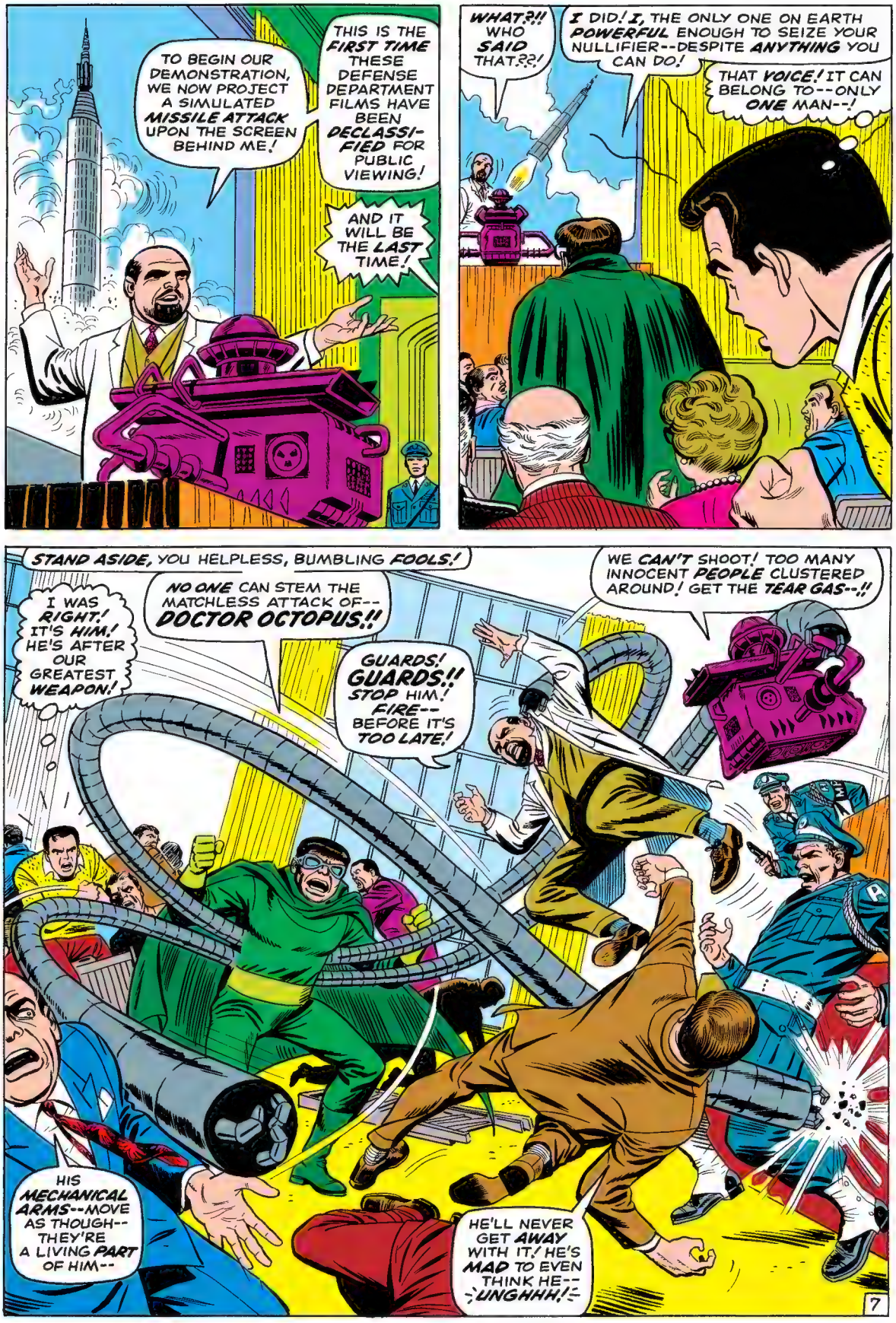
HI, GORGEOUS! I KNEW YOU WOULDN'T KEEP OL' FLASHEROO WAITING!
HOW ABOUT A RAIN CHECK, GENERAL? I'VE A DATE WITH PETE TONIGHT!
'SPECIALLY WHEN WE'RE GONNA KNOCK 'EM DEAD AT THE DISKO!
GREAT LITTLE KIDDER, THAT CHICK!
SHE'S NOT KIDDING!

LISTEN, CIVILIAN--ARE YOU TRYIN' TO BEAT MY TIME WITH GWEN?
YOU NEVER HAD ANY TIME TO BEAT!
AND WHAT'S WITH THE CIVILIAN BIT? WHAT WERE YOU BEFORE THE DRAFT?!!

AT EASE, MEN! LET'S ALL MEET LATER AT THE COFFEE BEAN, AND PUFF A PURPLE PEACE PIPE!
OKAY--BUT ONE OF THESE DAYS THAT LOUDMOUTH'LL PICK ON THE WRONG GUY--!
YEAH--AND THAT'S WHEN I'LL FLATTEN YOU, PARKER --'CAUSE YOU WERE BORN THE WRONG GUY!
SPIDEY'S BIGGEST FAN! OH, BRO-THER!
LET'S GO, GWEN! THE PROF IS WAITING!

I NEVER COULD UNDERSTAND WHY HE BUGGED YOU, FLASH--BUT NOW--!
I CAN'T EXPLAIN IT, BUT HE ACTS LIKE HE'S IN HIS OWN PRIVATE WORLD--AND EVERY-ONE ELSE BETTER KEEP OUT!
AW, HE'S OKAY, HARRY!
WHAT?!!
SURE! NOTHING WRONG WITH HIM THAT A GOOD LEFT TO THE LABONZA COULDN'T CURE!


MINUTES LATER, IN PROFESSOR WARREN'S CAR--
I WONDER WHAT THEY'RE FEATURING AT THE SCIENCE EXHIBIT TODAY?
ACCORDING TO THE PAPER, IT'S A NEW TYPE OF MISSILE DEFENSE--CALLED A NULLIFIER!
EXACTLY! AND, DO YOU KNOW HOW IT WORKS?
I IMAGINE IT NULLIFIES THE HOMING DEVICES OF ENEMY MISSILES!
YOU IMAGINE RIGHT, YOUNG LADY!
TODAY, THERE'LL BE A DEMONSTRATION OF THE NULLIFIER'S STABILIZER CONTROL!
SOMEHOW, IT ALL SEEMS LIKE THE START OF A JAMES BOND MOVIE--!
FOR MAXIMUM SECURITY, THE TWO PARTS OF THE STABILIZER WILL BE DELIVERED SEPARATELY!
IT SURE DOES!
MP
BUT, THE MOST EXCITING PART IS JUST BEING WITH GWEN!
HOW CAN ANYONE SO BEAUTIFUL ALSO BE SO--UH OH!!
SOMETHING'S WRONG! MY SPIDER SENSE IS STARTING TO TINGLE!
WE'D BETTER SEE ABOUT FINDING OUR SEATS!
PETE! YOU LOOK SO STRANGE! DO YOU--FEEL ALL RIGHT? PETE--?
IT LOOKS AS THOUGH THE DEMONSTRATION IS ABOUT TO BEGIN!
I'M SURE YOU'LL SEE A PRACTICAL APPLICATION OF THE MANY SEEMINGLY UNRELATED THEORIES WE'VE BEEN DISCUSSING IN CLASS!
MP
IT'S TINGLING MORE THAN EVER NOW!
BUT HOW? WHY? I DON'T SEE ANYTHING HAPPENING!--AND THERE ARE GUARDS ALL OVER THE PLACE!
HUH? OH--SURE--I FEEL FINE! I JUST THOUGHT--I RECOGNIZED SOMEONE, GWEN!
FROM THE LOOK ON YOUR FACE--HE MUST HAVE BEEN A GHOST!
LET'S BE SEATED--!
THERE MUST BE SOME DANGER TO THE NULLIFIER! BUT--I JUST CAN'T SLIP AWAY AND BECOME SPIDER-MAN!
NOT WITHOUT AROUSING TOO MANY SUSPICIONS!!
LADIES AND GENTLEMEN--WITH BOTH PARTS OF THE STABILIZER SAFELY ON THIS PLATFORM, I SHALL JOIN THEM TOGETHER SO THAT OUR DEMONSTRATION CAN BEGIN--!
OBVIOUSLY, WE HAVE TAKEN EVERY PRECAUTION FOR MAXIMUM SECURITY WITH THIS VITAL DEVICE!
6


TO BEGIN OUR DEMONSTRATION, WE NOW PROJECT A SIMULATED MISSILE ATTACK UPON THE SCREEN BEHIND ME!
THIS IS THE FIRST TIME THESE DEFENSE DEPARTMENT FILMS HAVE BEEN DECLASSI-FIED FOR PUBLIC VIEWING!
AND IT WILL BE THE LAST TIME!
WHAT?!! WHO SAID THAT??!
I DID! I, THE ONLY ONE ON EARTH POWERFUL ENOUGH TO SEIZE YOUR NULLIFIER--DESPITE ANYTHING YOU CAN DO!
THAT VOICE! IT CAN BELONG TO--ONLY ONE MAN--!
STAND ASIDE, YOU HELPLESS, BUMBLING FOOLS!
I WAS RIGHT! IT'S HIM! HE'S AFTER OUR GREATEST WEAPON!
NO ONE CAN STEM THE MATCHLESS ATTACK OF-- DOCTOR OCTOPUS!!
GUARDS! GUARDS!! STOP HIM! FIRE-- BEFORE IT'S TOO LATE!
WE CAN'T SHOOT! TOO MANY INNOCENT PEOPLE CLUSTERED AROUND! GET THE TEAR GAS--!!
HIS MECHANICAL ARMS--MOVE AS THOUGH-- THEY'RE A LIVING PART OF HIM--
HE'LL NEVER GET AWAY WITH IT! HE'S MAD TO EVEN THINK HE-- -UNGHHH!-
7

GWEN! YOU AND PETER FOLLOW ME!
WE'VE GOT TO GET OUT!
PETER? I-I THOUGHT HE WAS WITH YOU!
I'VE GOT TO SLIP AWAY--AND CHANGE TO SPIDER-MAN!
RUN, YOU HELPLESS WEAKLINGS --RUN!!
I CAN ALWAYS SAY WE JUST GOT SEPARATED IN THE CONFUSION!
MEN
RUN! THEY'RE USING TEAR GAS!
HE'S GOT THE NULLIFIER!!
THIS'LL STOP 'IM!
-UNHH!- LOOK OUT FOR THOSE METAL ARMS OF HIS!
YOU THINK SOME MERE BURSTS OF TEAR GAS CAN STOP THE MOST DANGEROUS MAN ALIVE?!!
DON'T LET 'IM BLUFF YOU, BOYS!!
HE'S NOT WEARIN' A GAS MASK! AS LONG AS HE BREATHES--WE'VE GOT 'IM!
DR. OCTOPUS NEEDS NO GAS MASK!
MY ALL-PURPOSE ARMS CAN DO ANY-THING--!!
JUST WATCH!
LOOK OUT! HE'S WHIRLING THOSE TENTACLES AROUND--FASTER 'N FASTER--!
MP
8

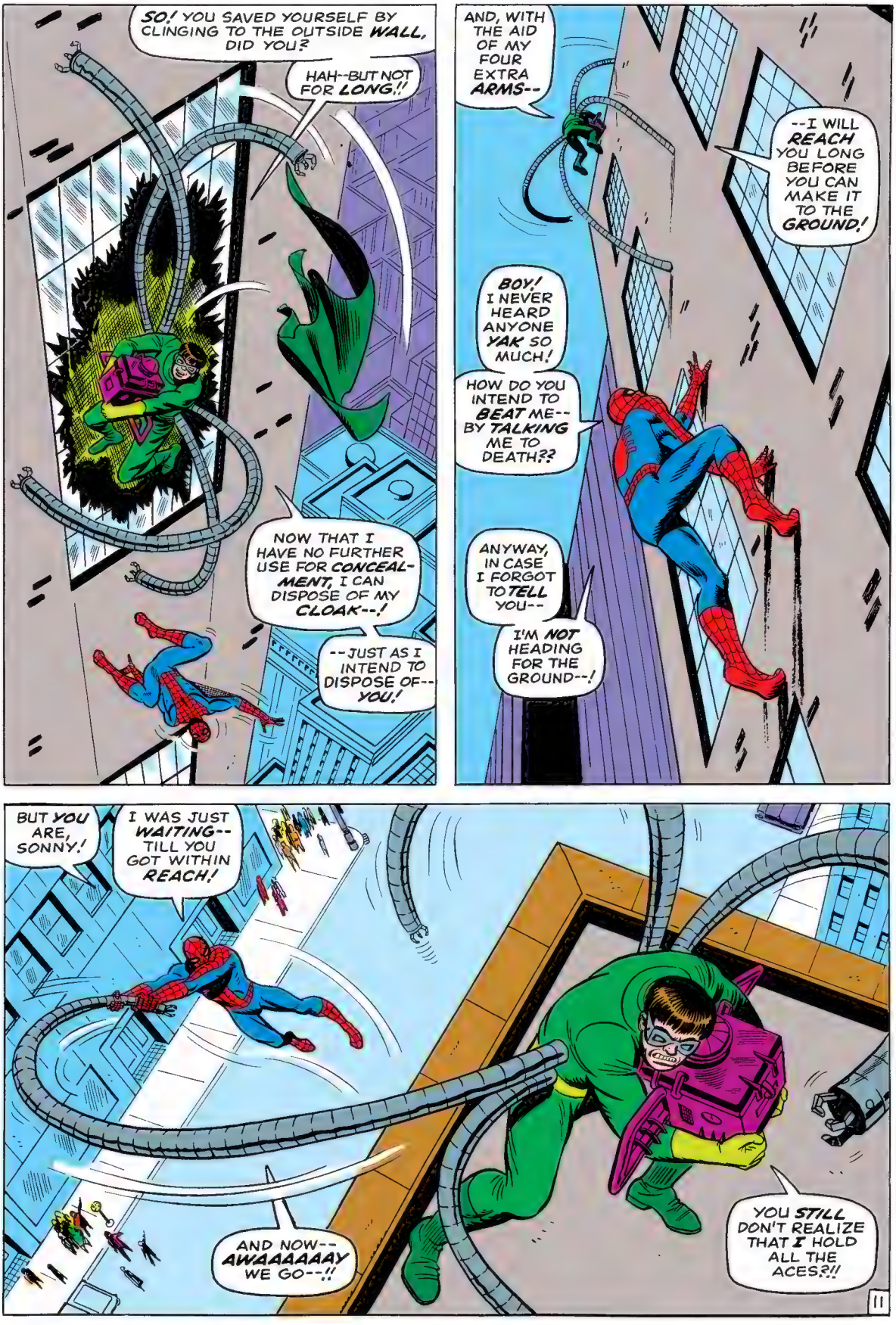
HAH! WHAT GOOD IS TEAR GAS WHEN I CAN INSTANTLY BLOW IT AWAY--
--BY MERELY SPINNING MY METAL ARMS AROUND ME--LIKE FOUR UNSTOPPABLE, LIVING PROPELLORS!
SO GREAT IS THE AIR PRESSURE, THAT IT EVEN SCATTERS MY ERSTWHILE ENEMIES--TOPPLING THEM CLUMSILY TO THE FLOOR!
AND NOW THAT YOU ARE ALL AT THE TENDER MERCY OF THE WORLD'S MOST UNBEATABLE HUMAN--!
YOU'RE LYING IN YOUR TEETH, GRAPE-FRUIT HEAD!!
I BEAT YOU BEFORE--AND I CAN DO IT AGAIN--!
IT'S ONLY ME, DOC--YOUR FRIENDLY NEIGHBOR-HOOD SPIDER-MAN!
I'LL TRY TO ENTERTAIN YOU WHILE OUR UNIFORMED FRIENDS TAKE A BREATHER--!
YOU!
WHERE DID YOU COME FROM? HOW DID YOU GET HERE?
9

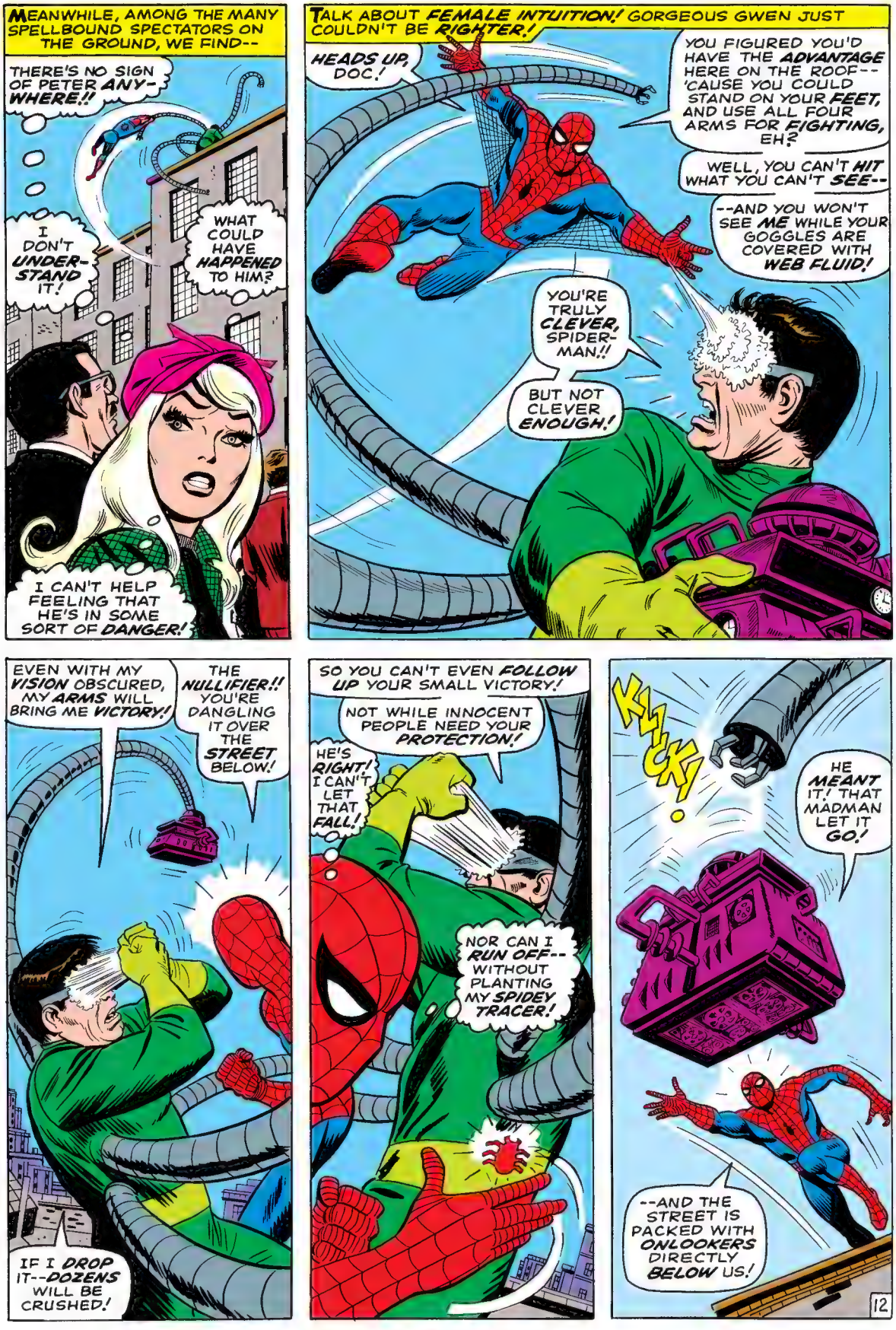
LET'S JUST SAY YOUR FAIRY GODMOTHER THOUGHT YOU'D BE LONELY--
SO SHE CONJURED ME UP!
THAT WOULD BE TELLING, PIE-FACE!!

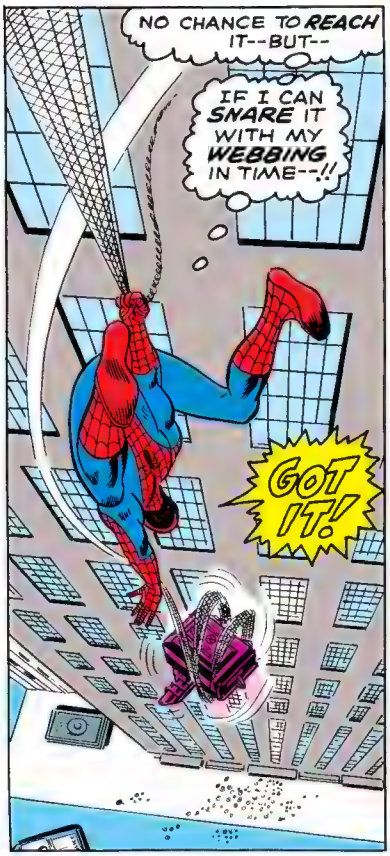
OH! I GET IT--!
YOU'RE BRACING YOURSELF WITH TWO OF YOUR NUTTY TENTACLES, EH?
PRETTY CLEVER!
SAY! DON'T YOU HAVE SENSE ENOUGH TO STAY DOWN WHEN I WHUMP YOU??
EVEN CLEVERER THAN YOU THINK, YOU CLICHÉ-RIDDEN CLOWN!
NOTE THAT I DON'T EVEN HAVE TO DROP THE NULLIFIER IN ORDER TO FINISH YOU OFF!

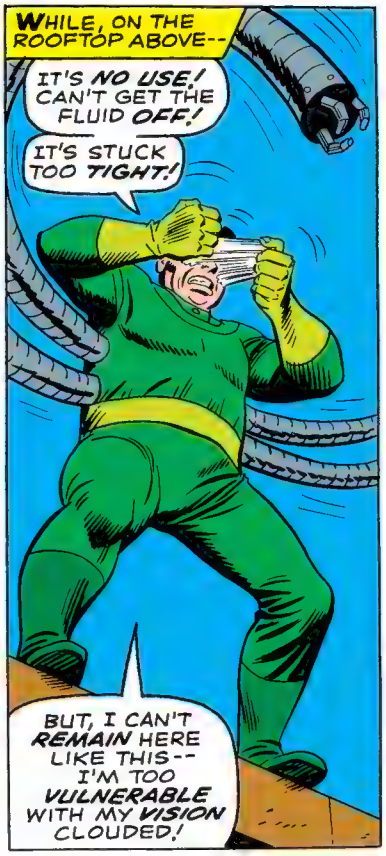
HEY! HOLD IT, DOC!
NO FAIR RAISING YOURSELF UP TO MY HEIGHT!!
HAVE YOU FORGOTTEN SO SOON THAT MY HYDRAULICALLY-OPERATED ARMS CAN TRANSPORT ME ANY-WHERE?!!

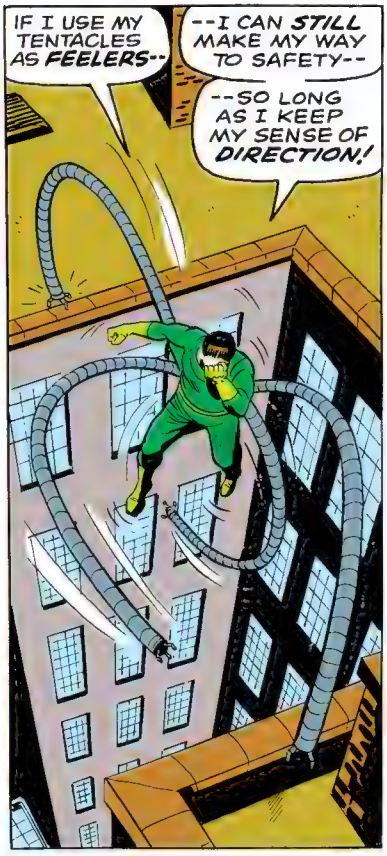
AND, ONCE I GET WITHIN STRIKING DISTANCE--
THEY CAN BRUSH YOU FROM THE CEILING AS EFFORTLESSLY AS THEY'D CLEAR THE ROOM OF ANY ANNOYING INSECT!
BUT, THIS TIME I WILL NOT ALLOW YOU TO ESCAPE ALIVE--!


SO! YOU SAVED YOURSELF BY CLINGING TO THE OUTSIDE WALL, DID YOU?
HAH--BUT NOT FOR LONG!!
NOW THAT I HAVE NO FURTHER USE FOR CONCEALMENT, I CAN DISPOSE OF MY CLOAK--!
--JUST AS I INTEND TO DISPOSE OF--YOU!
AND, WITH THE AID OF MY FOUR EXTRA ARMS--
--I WILL REACH YOU LONG BEFORE YOU CAN MAKE IT TO THE GROUND!
BOY! I NEVER HEARD ANYONE YAK SO MUCH!
HOW DO YOU INTEND TO BEAT ME--BY TALKING ME TO DEATH??
ANYWAY, IN CASE I FORGOT TO TELL YOU--
I'M NOT HEADING FOR THE GROUND--!
BUT YOU ARE, SONNY!
I WAS JUST WAITING--TILL YOU GOT WITHIN REACH!
AND NOW--AWAAAAAAY WE GO--!!
YOU STILL DON'T REALIZE THAT I HOLD ALL THE ACES?!!
11

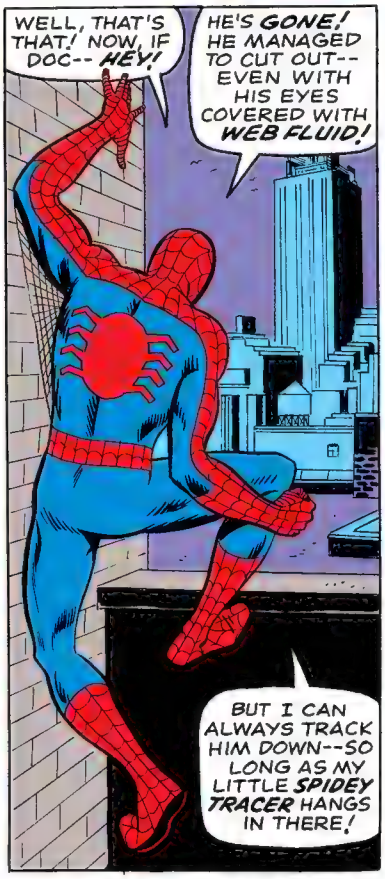

MEANWHILE, AMONG THE MANY SPELLBOUND SPECTATORS ON THE GROUND, WE FIND--
THERE'S NO SIGN OF PETER ANY-WHERE!!
I DON'T UNDER-STAND IT!
WHAT COULD HAVE HAPPENED TO HIM?
I CAN'T HELP FEELING THAT HE'S IN SOME SORT OF DANGER!
TALK ABOUT FEMALE INTUITION! GORGEOUS GWEN JUST COULDN'T BE RIGHTER!
HEADS UP, DOC.!
YOU FIGURED YOU'D HAVE THE ADVANTAGE HERE ON THE ROOF-- 'CAUSE YOU COULD STAND ON YOUR FEET, AND USE ALL FOUR ARMS FOR FIGHTING, EH?
WELL, YOU CAN'T HIT WHAT YOU CAN'T SEE--
--AND YOU WON'T SEE ME WHILE YOUR GOGGLES ARE COVERED WITH WEB FLUID!
YOU'RE TRULY CLEVER, SPIDER-MAN!!
BUT NOT CLEVER ENOUGH!
EVEN WITH MY VISION OBSCURED, MY ARMS WILL BRING ME VICTORY!
THE NULLIFIER!! YOU'RE DANGLING IT OVER THE STREET BELOW!
IF I DROP IT--DOZENS WILL BE CRUSHED!
SO YOU CAN'T EVEN FOLLOW UP YOUR SMALL VICTORY!
NOT WHILE INNOCENT PEOPLE NEED YOUR PROTECTION!
HE'S RIGHT! I CAN'T LET THAT FALL!
NOR CAN I RUN OFF-- WITHOUT PLANTING MY SPIDEY TRACER!
KLICK!
HE MEANT IT! THAT MADMAN LET IT GO!
--AND THE STREET IS PACKED WITH ONLOOKERS DIRECTLY BELOW US!
12


NO CHANCE TO REACH IT--BUT--
IF I CAN SNARE IT WITH MY WEBBING IN TIME--!!
GOT IT!

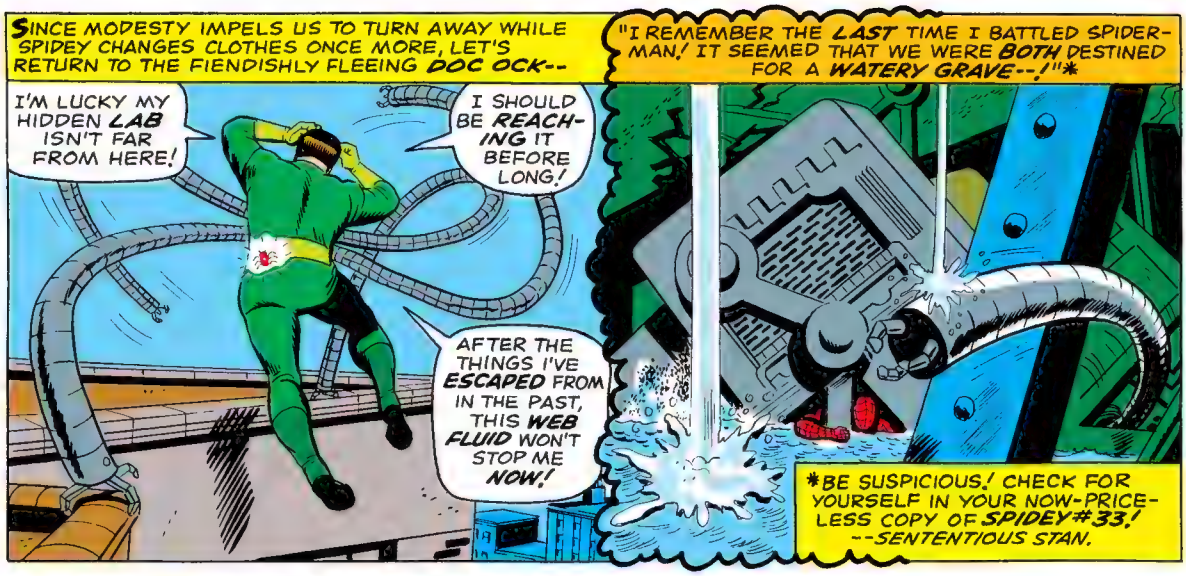

WHILE, ON THE ROOFTOP ABOVE--
IT'S NO USE! CAN'T GET THE FLUID OFF!
IT'S STUCK TOO TIGHT!
BUT, I CAN'T REMAIN HERE LIKE THIS-- I'M TOO VULNERABLE WITH MY VISION CLOUDED!

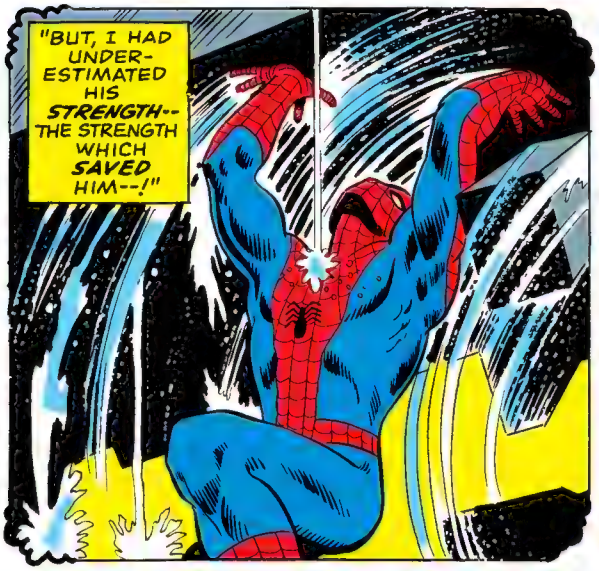

IF I USE MY TENTACLES AS FEELERS--
--I CAN STILL MAKE MY WAY TO SAFETY--
--SO LONG AS I KEEP MY SENSE OF DIRECTION!

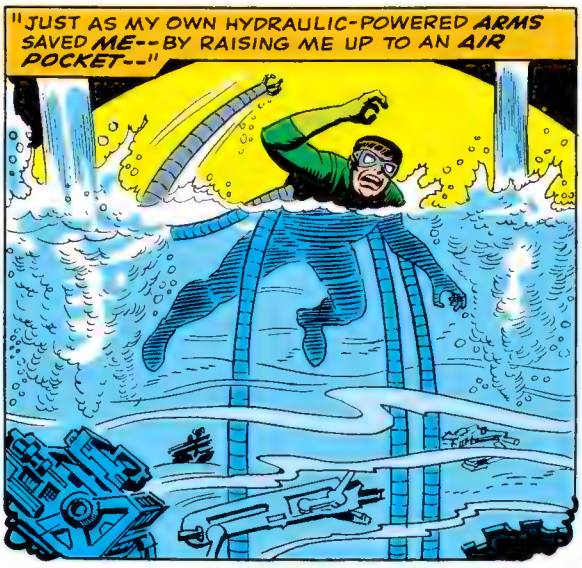
AND, AS THE MULTI-ARMED MENACE FEELS HIS WAY INTO THE ALL-CONCEALING SHADOWS OF NIGHT--
HEADS UP, GANG!
SEE IF YOU CAN HANG ONTO THIS GIZMO FROM NOW ON!
YOU DON'T FIND VALUABLE NULLIFIERS ON EVERY STREET CORNER!

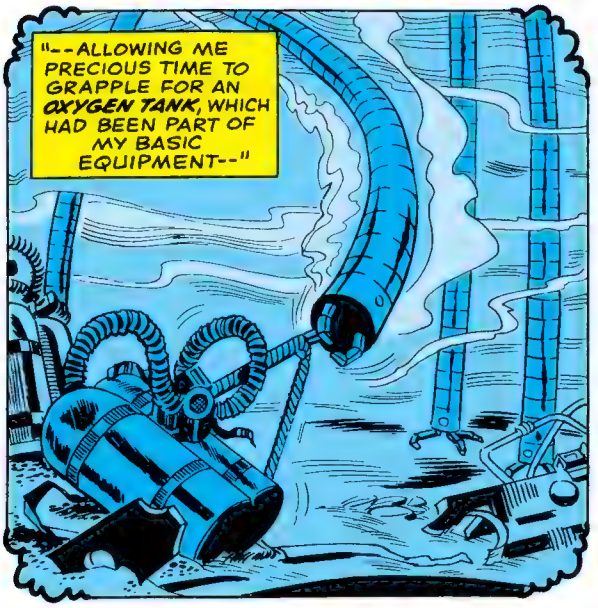

WELL, THAT'S THAT! NOW, IF DOC-- HEY!
HE'S GONE! HE MANAGED TO CUT OUT-- EVEN WITH HIS EYES COVERED WITH WEB FLUID!
BUT I CAN ALWAYS TRACK HIM DOWN--SO LONG AS MY LITTLE SPIDEY TRACER HANGS IN THERE!

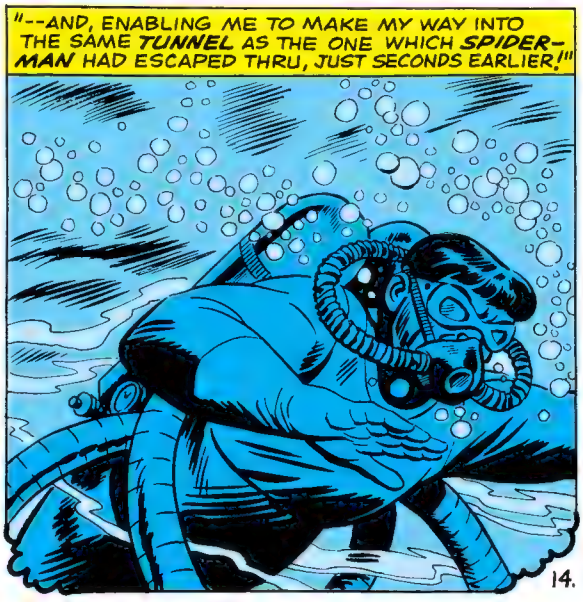
RIGHT NOW, I'D BETTER CHANGE AGAIN AND CUT BACK TO GWEN AND THE PROF!
I'M GONNA HAVE ME SOME TALL EXPLAINING TO DO--AS USUAL!

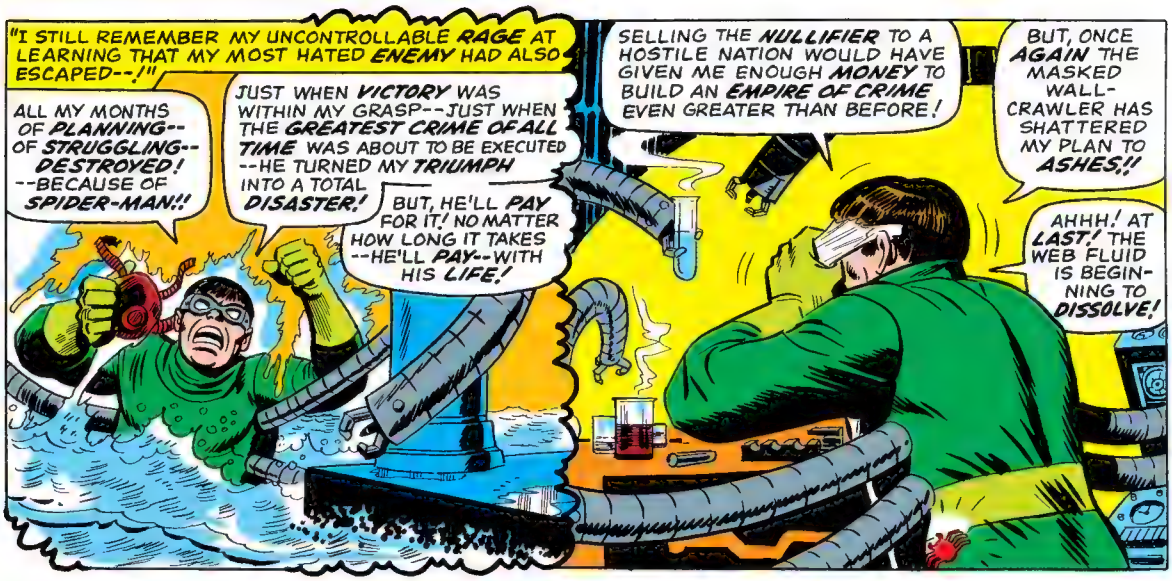

SINCE MODESTY IMPELS US TO TURN AWAY WHILE SPIDEY CHANGES CLOTHES ONCE MORE, LET'S RETURN TO THE FIENDISHLY FLEEING DOC OCK--
I'M LUCKY MY HIDDEN LAB ISN'T FAR FROM HERE!
I SHOULD BE REACHING IT BEFORE LONG!
AFTER THE THINGS I'VE ESCAPED FROM IN THE PAST, THIS WEB FLUID WON'T STOP ME NOW!
"I REMEMBER THE LAST TIME I BATTLED SPIDER-MAN! IT SEEMED THAT WE WERE BOTH DESTINED FOR A WATERY GRAVE--!"*
*BE SUSPICIOUS! CHECK FOR YOURSELF IN YOUR NOW-PRICELESS COPY OF SPIDEY #33! --SENTENTIOUS STAN.


"BUT, I HAD UNDERESTIMATED HIS STRENGTH--THE STRENGTH WHICH SAVED HIM--!"


"JUST AS MY OWN HYDRAULIC-POWERED ARMS SAVED ME--BY RAISING ME UP TO AN AIR POCKET--"

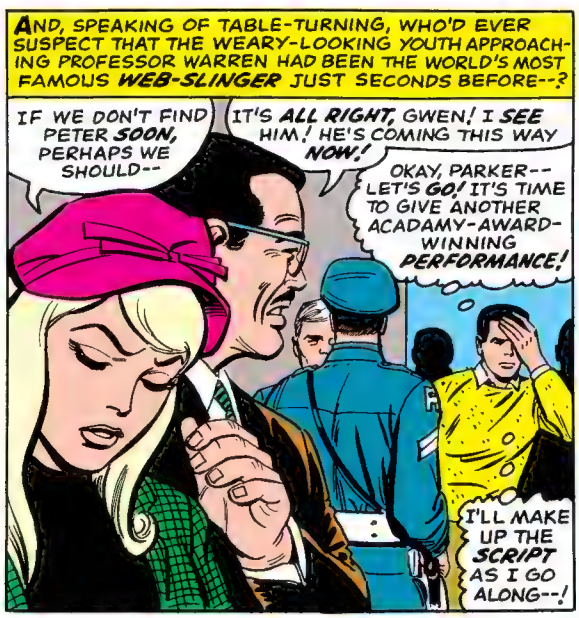

"--ALLOWING ME PRECIOUS TIME TO GRAPPLE FOR AN OXYGEN TANK, WHICH HAD BEEN PART OF MY BASIC EQUIPMENT--"

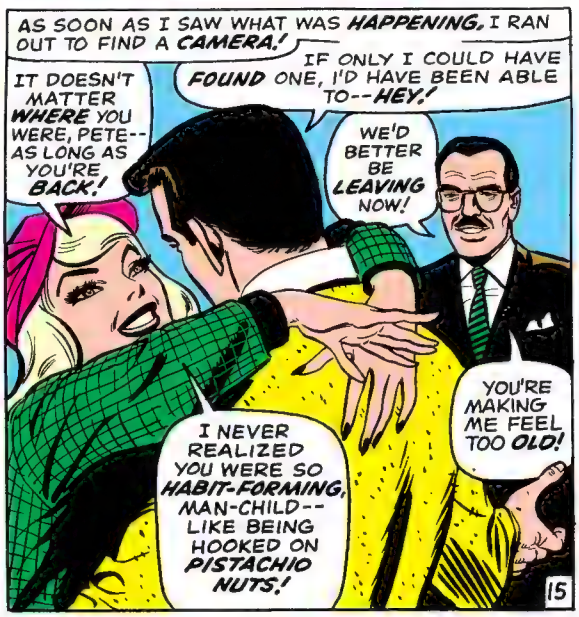

"--AND, ENABLING ME TO MAKE MY WAY INTO THE SAME TUNNEL AS THE ONE WHICH SPIDER-MAN HAD ESCAPED THRU, JUST SECONDS EARLIER!"

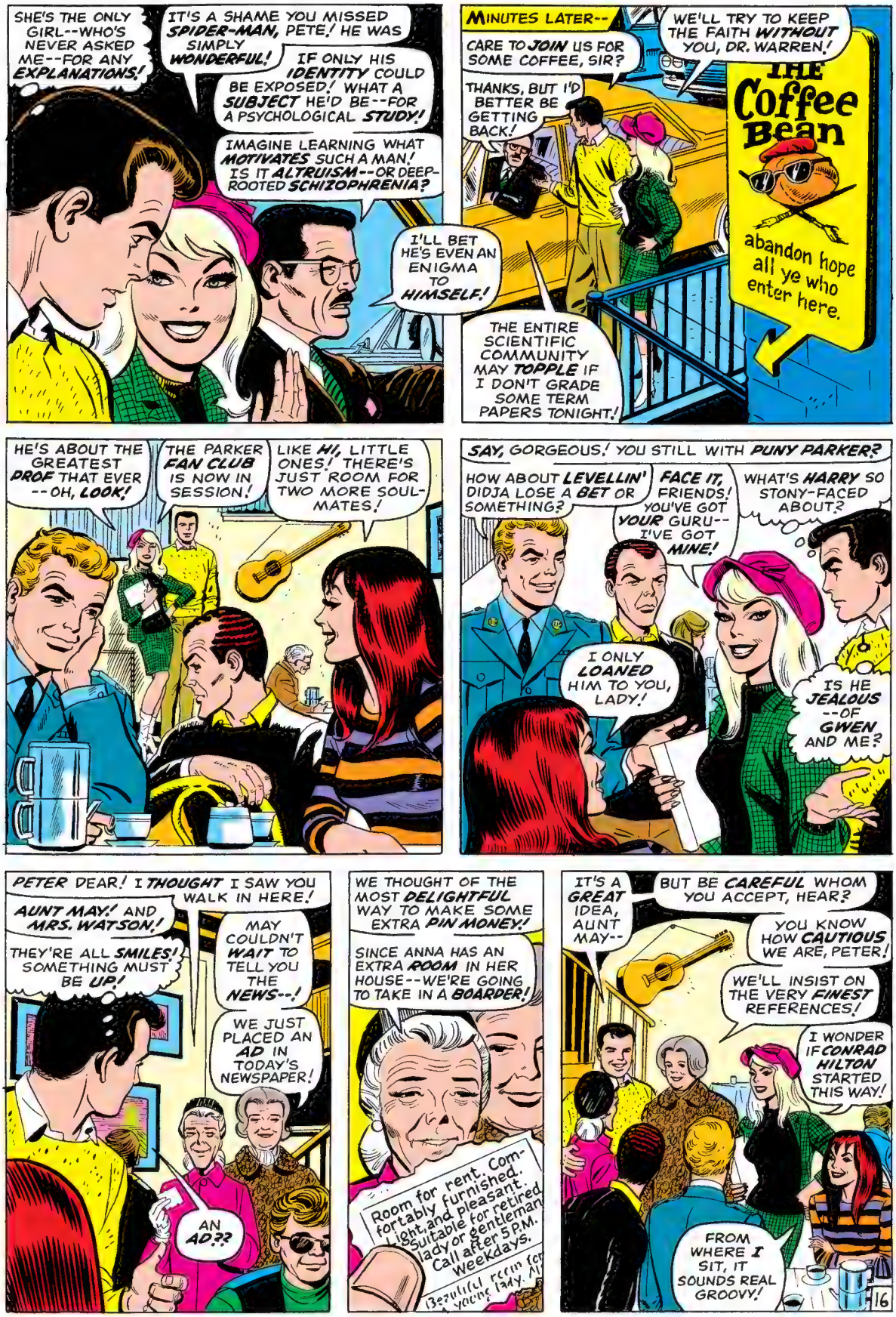

"I STILL REMEMBER MY UNCONTROLLABLE RAGE AT LEARNING THAT MY MOST HATED ENEMY HAD ALSO ESCAPED--!"
ALL MY MONTHS OF PLANNING--OF STRUGGLING--DESTROYED! --BECAUSE OF SPIDER-MAN!!
JUST WHEN VICTORY WAS WITHIN MY GRASP--JUST WHEN THE GREATEST CRIME OF ALL TIME WAS ABOUT TO BE EXECUTED --HE TURNED MY TRIUMPH INTO A TOTAL DISASTER!
BUT, HE'LL PAY FOR IT! NO MATTER HOW LONG IT TAKES --HE'LL PAY--WITH HIS LIFE!
SELLING THE NULLIFIER TO A HOSTILE NATION WOULD HAVE GIVEN ME ENOUGH MONEY TO BUILD AN EMPIRE OF CRIME EVEN GREATER THAN BEFORE!
BUT, ONCE AGAIN THE MASKED WALL-CRAWLER HAS SHATTERED MY PLAN TO ASHES!!
AHHH! AT LAST! THE WEB FLUID IS BEGINNING TO DISSOLVE!

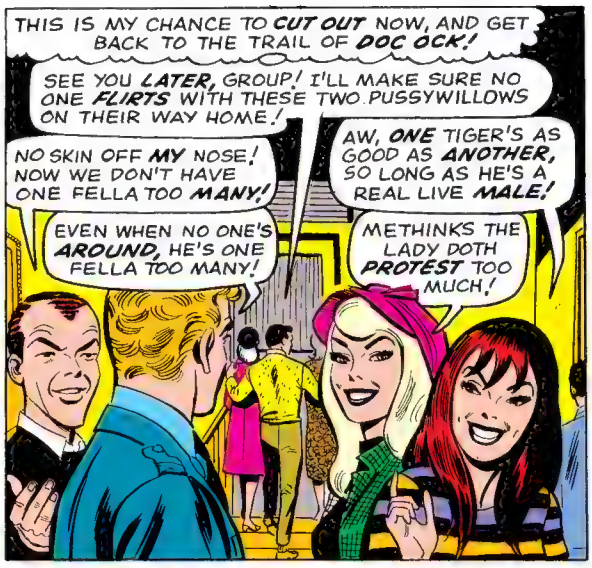
I KNEW IT WOULDN'T BE ABLE TO ADHERE TO MY GLASSES FOR--WAIT!! WHAT'S THAT?
SOMETHING WAS STUCK TO MY BACK! MY MOVING TENTACLES BRUSHED IT OFF!
THIK!

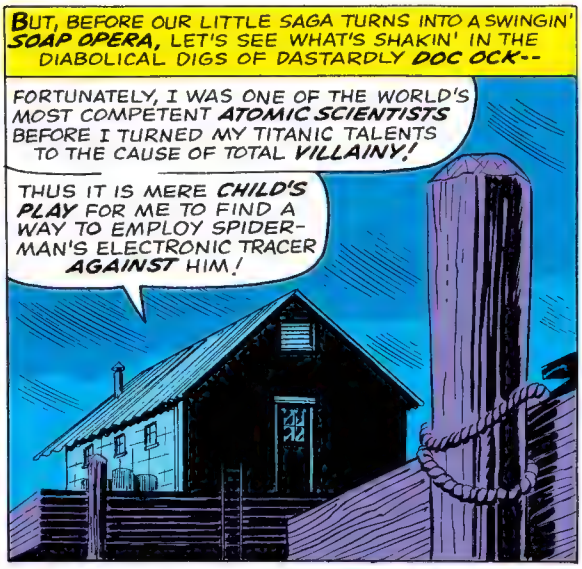
IT'S SOME SORT OF MINIATURE TRANSMITTER --IN THE SHAPE OF A SPIDER!!
IT CAN ONLY MEAN ONE THING--HE PLANTED A TRACER ON ME--SO THAT HE COULD TRACK ME DOWN!
BUT--THERE STILL MAY BE TIME FOR ME TO TURN THE TABLES!!

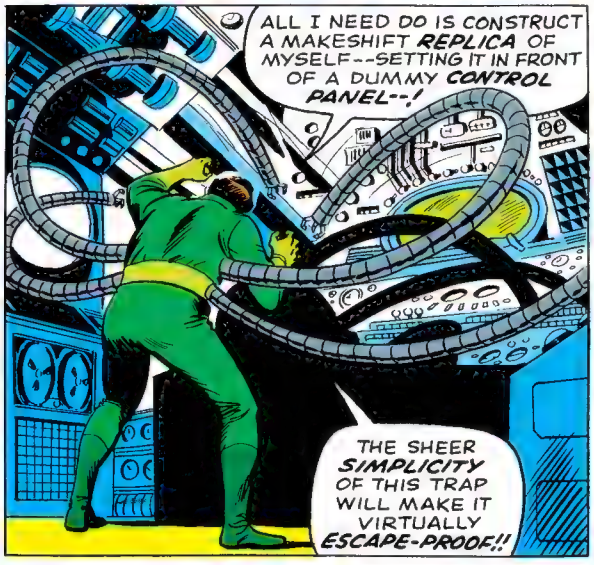

AND, SPEAKING OF TABLE-TURNING, WHO'D EVER SUSPECT THAT THE WEARY-LOOKING YOUTH APPROACHING PROFESSOR WARREN HAD BEEN THE WORLD'S MOST FAMOUS WEB-SLINGER JUST SECONDS BEFORE--?
IF WE DON'T FIND PETER SOON, PERHAPS WE SHOULD--
IT'S ALL RIGHT, GWEN! I SEE HIM! HE'S COMING THIS WAY NOW!
OKAY, PARKER--LET'S GO! IT'S TIME TO GIVE ANOTHER ACADAMY-AWARD-WINNING PERFORMANCE!
I'LL MAKE UP THE SCRIPT AS I GO ALONG--!

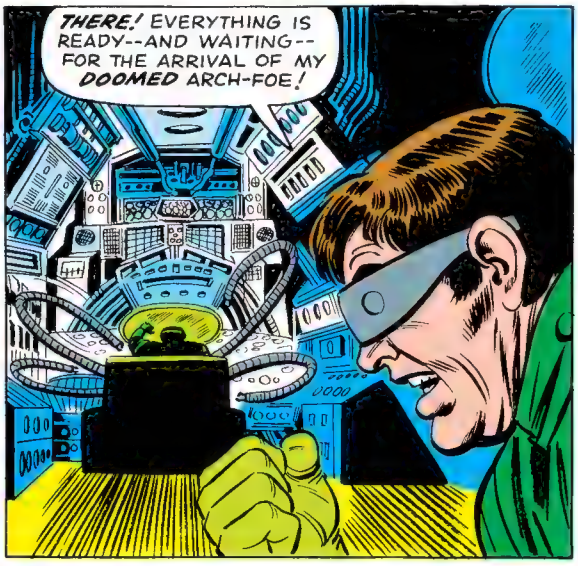

AS SOON AS I SAW WHAT WAS HAPPENING, I RAN OUT TO FIND A CAMERA!
IF ONLY I COULD HAVE FOUND ONE, I'D HAVE BEEN ABLE TO--HEY!
IT DOESN'T MATTER WHERE YOU WERE, PETE--AS LONG AS YOU'RE BACK!
WE'D BETTER BE LEAVING NOW!
YOU'RE MAKING ME FEEL TOO OLD!
I NEVER REALIZED YOU WERE SO HABIT-FORMING, MAN-CHILD--LIKE BEING HOOKED ON PISTACHIO NUTS!


SHE'S THE ONLY GIRL--WHO'S NEVER ASKED ME--FOR ANY EXPLANATIONS!
IT'S A SHAME YOU MISSED SPIDER-MAN, PETE! HE WAS SIMPLY WONDERFUL!
IF ONLY HIS IDENTITY COULD BE EXPOSED! WHAT A SUBJECT HE'D BE--FOR A PSYCHOLOGICAL STUDY!
IMAGINE LEARNING WHAT MOTIVATES SUCH A MAN! IS IT ALTRUISM--OR DEEP-ROOTED SCHIZOPHRENIA?
I'LL BET HE'S EVEN AN ENIGMA TO HIMSELF!
MINUTES LATER--
CARE TO JOIN US FOR SOME COFFEE, SIR?
THANKS, BUT I'D BETTER BE GETTING BACK!
WE'LL TRY TO KEEP THE FAITH WITHOUT YOU, DR. WARREN!
THE Coffee Bean
abandon hope all ye who enter here.
THE ENTIRE SCIENTIFIC COMMUNITY MAY TOPPLE IF I DON'T GRADE SOME TERM PAPERS TONIGHT!
HE'S ABOUT THE GREATEST PROF THAT EVER --OH, LOOK!
THE PARKER FAN CLUB IS NOW IN SESSION!
LIKE HI, LITTLE ONES! THERE'S JUST ROOM FOR TWO MORE SOUL-MATES!
SAY, GORGEOUS! YOU STILL WITH PUNY PARKER?
HOW ABOUT LEVELLIN' DIDJA LOSE A BET OR SOMETHING?
FACE IT, FRIENDS! YOU'VE GOT YOUR GURU--I'VE GOT MINE!
WHAT'S HARRY SO STONY-FACED ABOUT?
I ONLY LOANED HIM TO YOU, LADY!
IS HE JEALOUS --OF GWEN AND ME?
PETER DEAR! I THOUGHT I SAW YOU WALK IN HERE!
AUNT MAY! AND MRS. WATSON!
THEY'RE ALL SMILES! SOMETHING MUST BE UP!
MAY COULDN'T WAIT TO TELL YOU THE NEWS--!
WE JUST PLACED AN AD IN TODAY'S NEWSPAPER!
AN AD??
WE THOUGHT OF THE MOST DELIGHTFUL WAY TO MAKE SOME EXTRA PIN MONEY!
SINCE ANNA HAS AN EXTRA ROOM IN HER HOUSE--WE'RE GOING TO TAKE IN A BOARDER!
Room for rent. Comfortably furnished. Light and pleasant. Suitable for retired lady or gentleman. Call after 5 P.M. Weekdays.
IT'S A GREAT IDEA, AUNT MAY--
BUT BE CAREFUL WHOM YOU ACCEPT, HEAR?
YOU KNOW HOW CAUTIOUS WE ARE, PETER!
WE'LL INSIST ON THE VERY FINEST REFERENCES!
I WONDER IF CONRAD HILTON STARTED THIS WAY!
FROM WHERE I SIT, IT SOUNDS REAL GROOVY!
16


THIS IS MY CHANCE TO CUT OUT NOW, AND GET BACK TO THE TRAIL OF DOC OCK!
SEE YOU LATER, GROUP! I'LL MAKE SURE NO ONE FLIRTS WITH THESE TWO PUSSYWILLOWS ON THEIR WAY HOME!
NO SKIN OFF MY NOSE! NOW WE DON'T HAVE ONE FELLA TOO MANY!
AW, ONE TIGER'S AS GOOD AS ANOTHER, SO LONG AS HE'S A REAL LIVE MALE!
EVEN WHEN NO ONE'S AROUND, HE'S ONE FELLA TOO MANY!
METHINKS THE LADY DOTH PROTEST TOO MUCH!

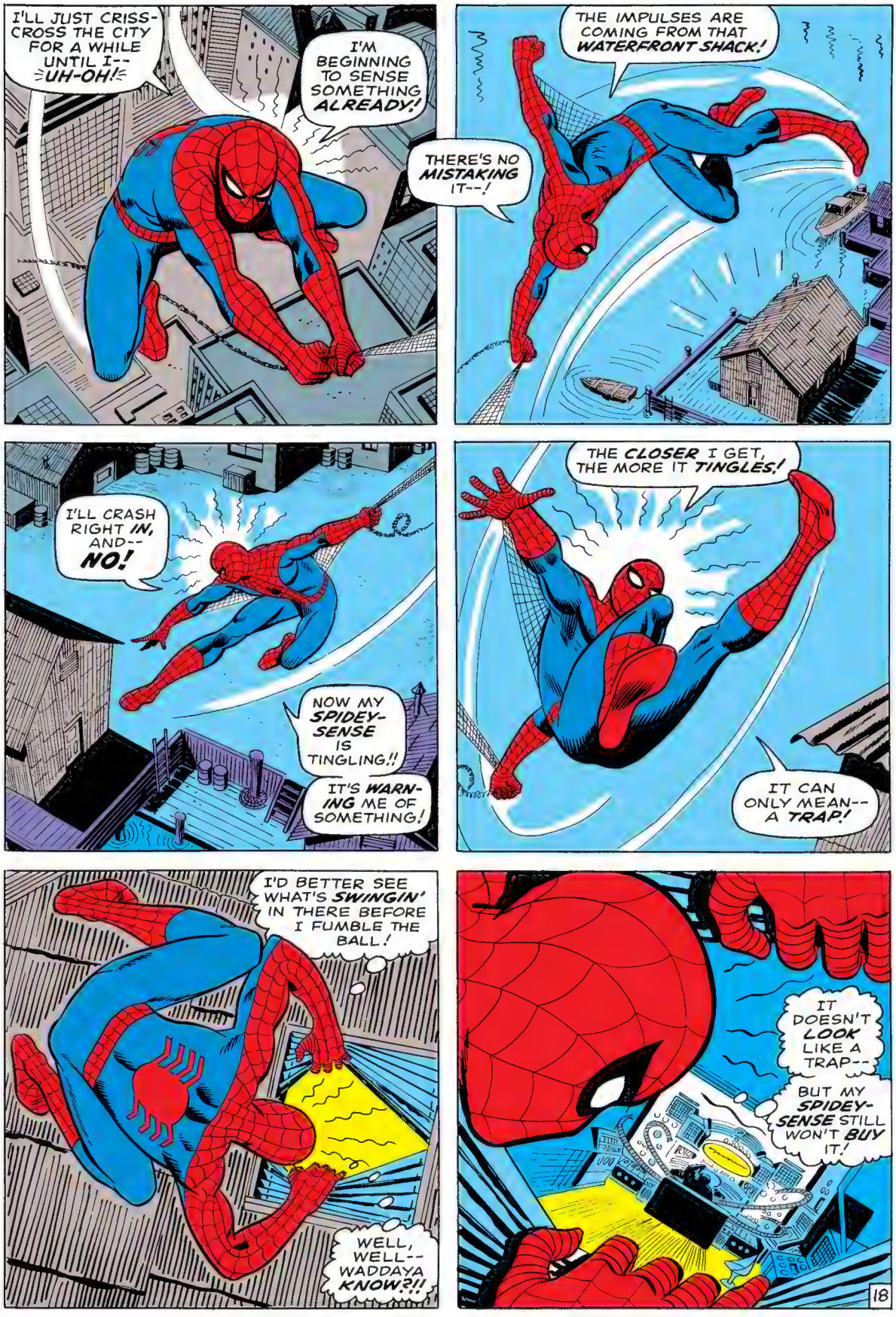

BUT, BEFORE OUR LITTLE SAGA TURNS INTO A SWINGIN' SOAP OPERA, LET'S SEE WHAT'S SHAKIN' IN THE DIABOLICAL DIGS OF DASTARDLY DOC OCK--
FORTUNATELY, I WAS ONE OF THE WORLD'S MOST COMPETENT ATOMIC SCIENTISTS BEFORE I TURNED MY TITANIC TALENTS TO THE CAUSE OF TOTAL VILLAINY!
THUS IT IS MERE CHILD'S PLAY FOR ME TO FIND A WAY TO EMPLOY SPIDER-MAN'S ELECTRONIC TRACER AGAINST HIM!

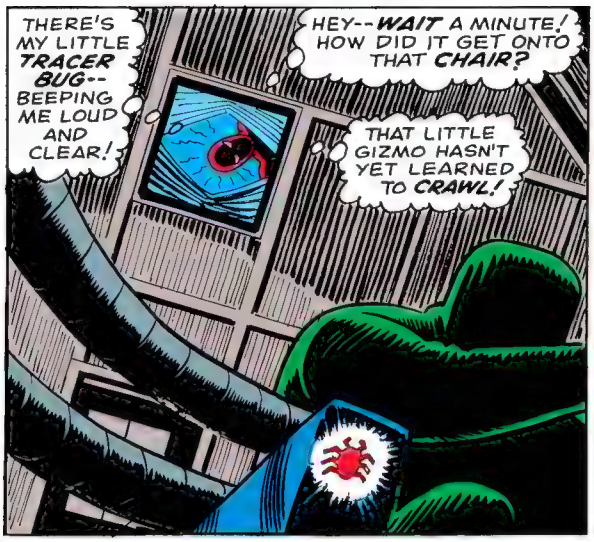

ALL I NEED DO IS CONSTRUCT A MAKESHIFT REPLICA OF MYSELF--SETTING IT IN FRONT OF A DUMMY CONTROL PANEL--!
THE SHEER SIMPLICITY OF THIS TRAP WILL MAKE IT VIRTUALLY ESCAPE-PROOF!!

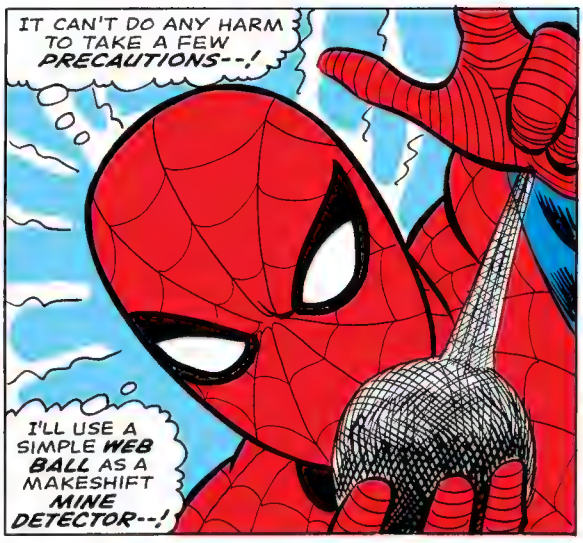

THERE! EVERYTHING IS READY--AND WAITING--FOR THE ARRIVAL OF MY DOOMED ARCH-FOE!

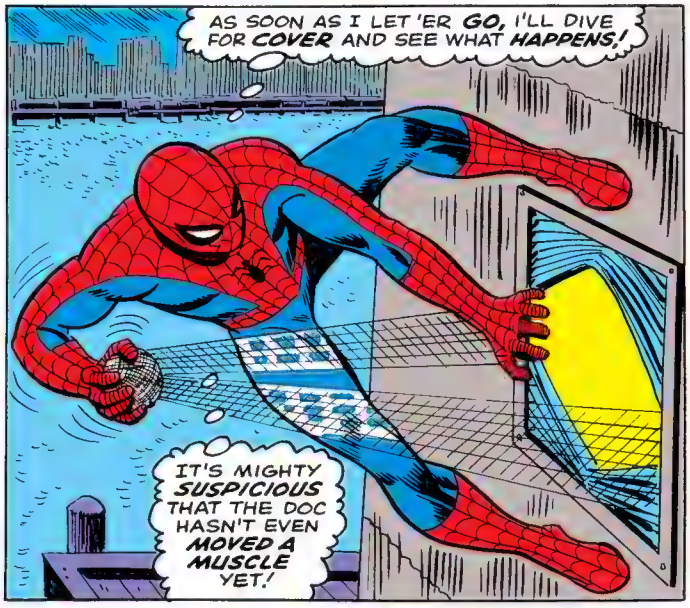
THERE CAN BE NO DOUBT THAT HE WILL ARRIVE!!
SINCE I HAVE TAKEN THE PRECAUTION OF PLACING HIS OWN SPIDER TRACER EXACTLY WHERE I WANT IT!

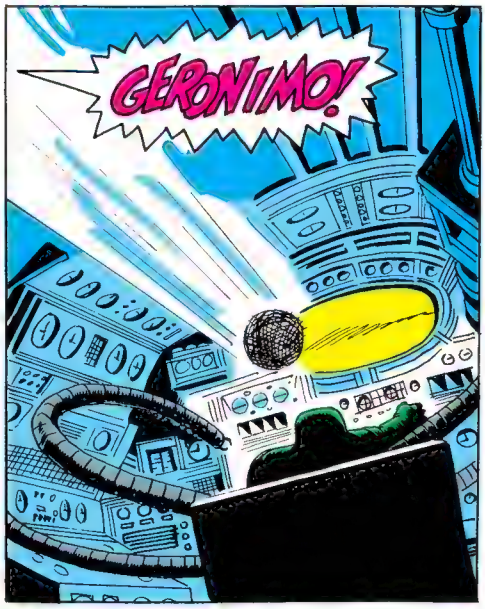
AND, BEFORE THE NIGHT GETS VERY MUCH OLDER--
AUNT MAY AND MRS. WATSON ARE SAFELY BACK AT HOME--AND THEY GAVE ME THE PERFECT EXCUSE TO DUCK OUT OF THE COFFEE BEAN--
SO NOW I'M FREE AS A BIRD TO TAKE OFF AFTER THAT MULTI-ARMED MISFIT!!
I'VE JUST GOTTA PICK UP MY TRACER SIGNAL, AND THEN--ZOWEEE!

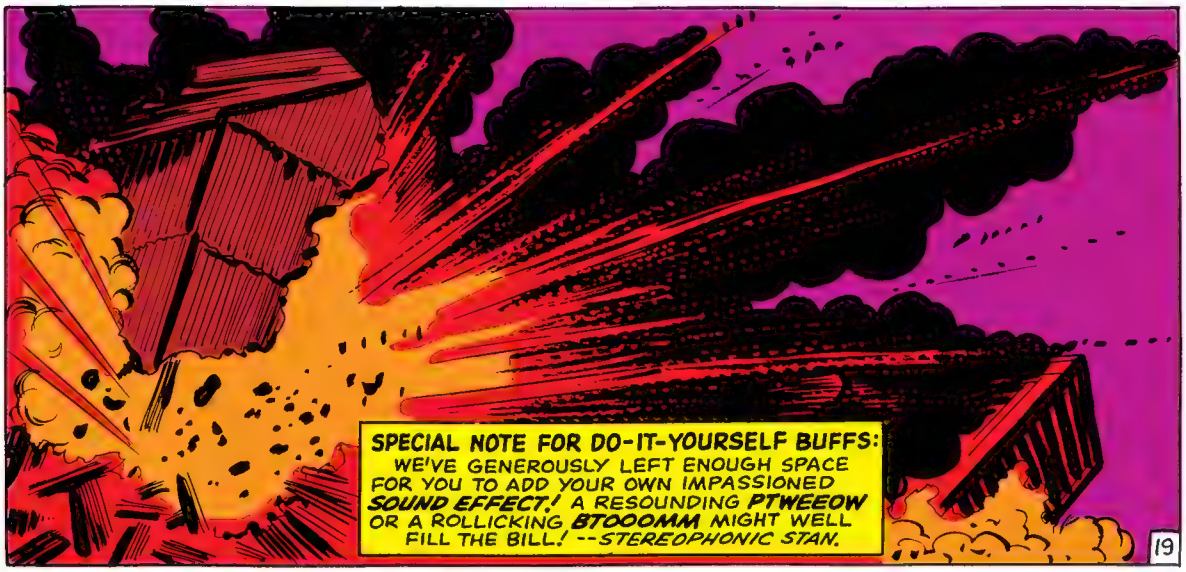

I'LL JUST CRISS-CROSS THE CITY FOR A WHILE UNTIL I--
=UH-OH!=
I'M BEGINNING TO SENSE SOMETHING ALREADY!
THERE'S NO MISTAKING IT--!
THE IMPULSES ARE COMING FROM THAT WATERFRONT SHACK!
I'LL CRASH RIGHT IN, AND-- NO!
NOW MY SPIDEY-SENSE IS TINGLING!!
IT'S WARN-ING ME OF SOMETHING!
THE CLOSER I GET, THE MORE IT TINGLES!
IT CAN ONLY MEAN-- A TRAP!
I'D BETTER SEE WHAT'S SWINGIN' IN THERE BEFORE I FUMBLE THE BALL!
WELL, WELL-- WADDAYA KNOW?!!
IT DOESN'T LOOK LIKE A TRAP--
BUT MY SPIDEY-SENSE STILL WON'T BUY IT!

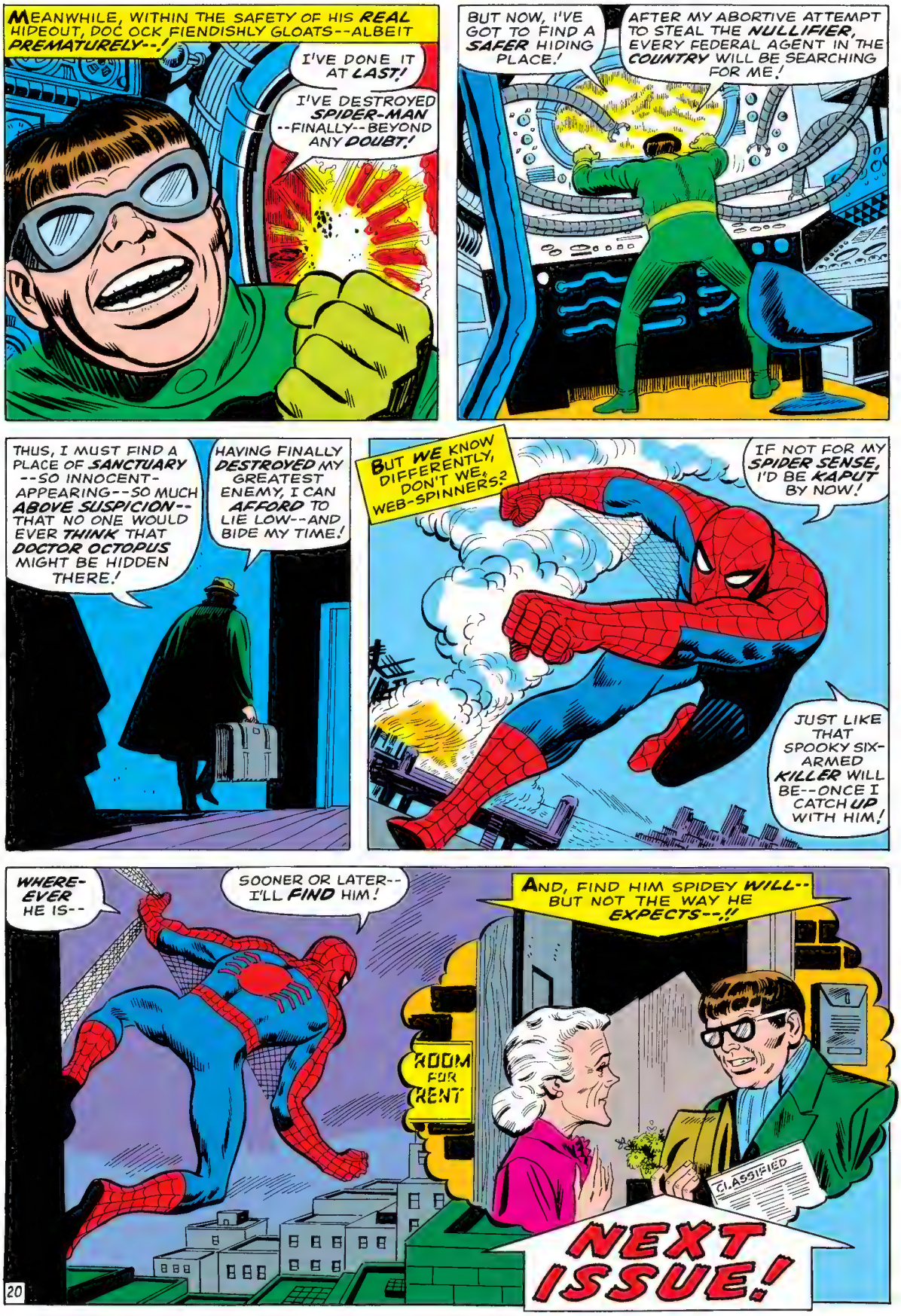

THERE'S MY LITTLE TRACER BUG-- BEEPING ME LOUD AND CLEAR!
HEY--WAIT A MINUTE! HOW DID IT GET ONTO THAT CHAIR?
THAT LITTLE GIZMO HASN'T YET LEARNED TO CRAWL!


IT CAN'T DO ANY HARM TO TAKE A FEW PRECAUTIONS--!
I'LL USE A SIMPLE WEB BALL AS A MAKESHIFT MINE DETECTOR--!


AS SOON AS I LET 'ER GO, I'LL DIVE FOR COVER AND SEE WHAT HAPPENS!
IT'S MIGHTY SUSPICIOUS THAT THE DOC HASN'T EVEN MOVED A MUSCLE YET!


GERONIMO!


SPECIAL NOTE FOR DO-IT-YOURSELF BUFFS: WE'VE GENEROUSLY LEFT ENOUGH SPACE FOR YOU TO ADD YOUR OWN IMPASSIONED SOUND EFFECT! A RESOUNDING PTWEEOW OR A ROLLICKING BTOOOMM MIGHT WELL FILL THE BILL! --STEREOPHONIC STAN.


MEANWHILE, WITHIN THE SAFETY OF HIS REAL HIDEOUT, DOC OCK FIENDISHLY GLOATS--ALBEIT PREMATURELY--!
I'VE DONE IT AT LAST!
I'VE DESTROYED SPIDER-MAN --FINALLY--BEYOND ANY DOUBT!
BUT NOW, I'VE GOT TO FIND A SAFER HIDING PLACE!
AFTER MY ABORTIVE ATTEMPT TO STEAL THE NULLIFIER, EVERY FEDERAL AGENT IN THE COUNTRY WILL BE SEARCHING FOR ME!
THUS, I MUST FIND A PLACE OF SANCTUARY --SO INNOCENT-APPEARING--SO MUCH ABOVE SUSPICION-- THAT NO ONE WOULD EVER THINK THAT DOCTOR OCTOPUS MIGHT BE HIDDEN THERE!
HAVING FINALLY DESTROYED MY GREATEST ENEMY, I CAN AFFORD TO LIE LOW--AND BIDE MY TIME!
BUT WE KNOW DIFFERENTLY, DON'T WE, WEB-SPINNERS?
IF NOT FOR MY SPIDER SENSE, I'D BE KAPUT BY NOW!
JUST LIKE THAT SPOOKY SIX-ARMED KILLER WILL BE--ONCE I CATCH UP WITH HIM!
WHERE-EVER HE IS--
SOONER OR LATER--I'LL FIND HIM!
AND, FIND HIM SPIDEY WILL--BUT NOT THE WAY HE EXPECTS--!!
ROOM FOR RENT
CLASSIFIED
NEXT ISSUE!

the AMAZING
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
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54 NOV
"THE TENTACLES AND THE TRAP!"

THE AMAZING SPIDER-MAN!
"The TENTACLES And THE TRAP!"
OF COURSE I REMEMBER YOU! YOU'RE THAT KINDLY DR. OCTOPUS WHOM I VISITED IN 1964 WITH MISS BETTY BRANT!*
NOW THAT I REALIZE YOU ARE TO BE THE LANDLADY, DEAR MRS. PARKER, I WILL ACCEPT THE ROOM SIGHT UNSEEN!
AND TO THINK IT'S YOU WHO ARE ANSWERING OUR AD FOR A BOARDER!
WHAT A SMALL WORLD!
EXPLA-NATION '67:
FOILED BY SPIDER-MAN IN HIS PLOT TO STEAL AMERICA'S GREATEST NEW WEAPON---THE NULLIFIER, DOC OCK STRUCK BACK LAST ISH, AND MISTAKENLY THINKS HE HAS KILLED OUR WONDROUS WEB-SLINGER--- ALTHOUGH WE KNOW DIFFERENTLY, DON'T WE?
ANYWAY, THE MULTI-ARMED MENACE NOW NEEDS A SAFE PLACE TO LIE LOW.. AND WHAT BETTER HIDEOUT CAN THERE BE THAN A SIMPLE ROOM IN THE SIMPLE HOME WHICH OUR HERO'S AUNT MAY SHARES--SIMPLY.. WITH ANNA WATSON?
BROUGHT TO YOU AT ITS FULL FLAVOR PEAK BY:
STAN LEE (THE MAN) and JOHN ROMITA (RING-A-DING)
EMBELLISHED BY: MICKEY DEMEO
LETTERED BY: SAM ROSEN
*WHO SAYS WE DON'T REMEMBER THE SPIDEY ANNUAL#1? --SMUG STAN.
AND NOW, LET'S SEE HOW MUCH SWINGIN' SUSPENSE YOU CAN HANDLE---

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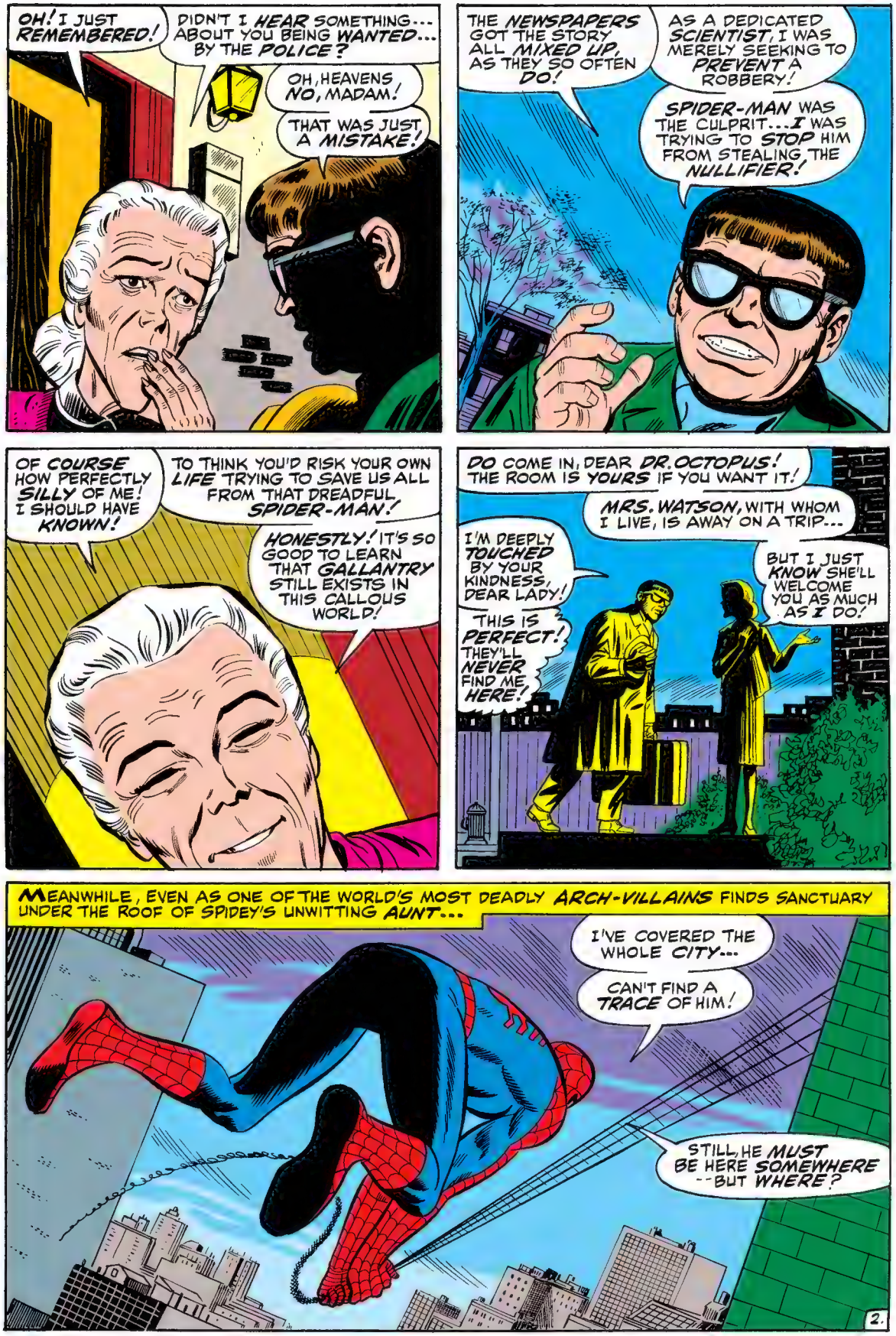
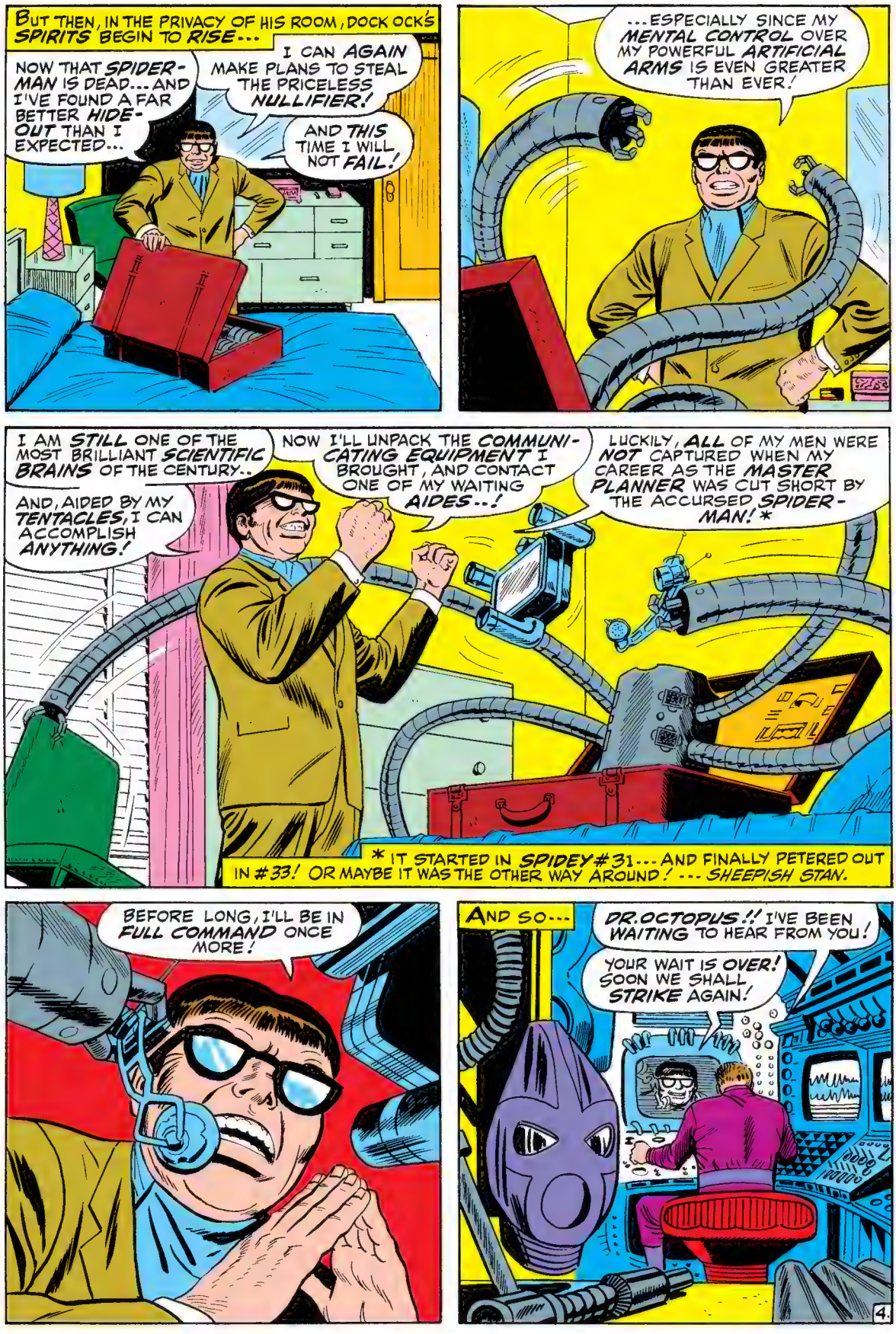
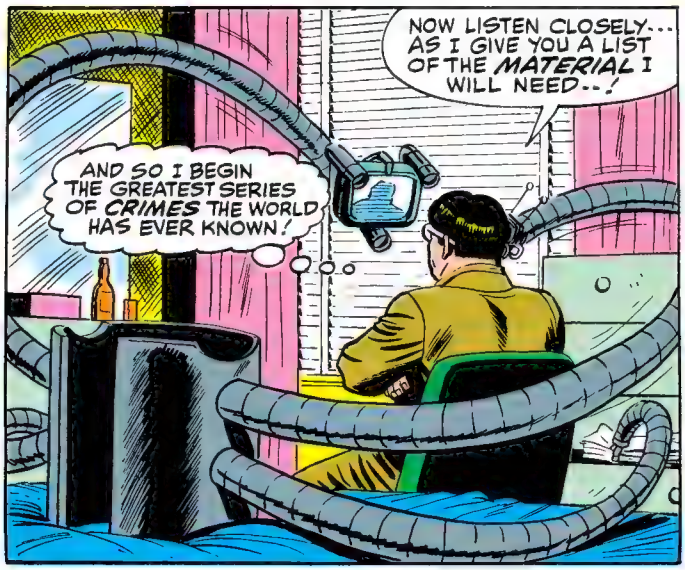
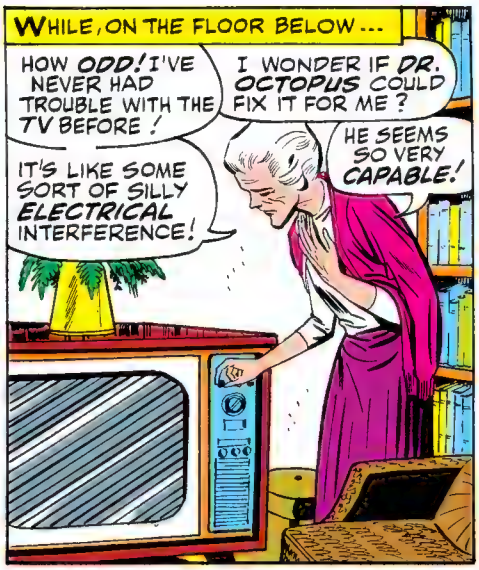
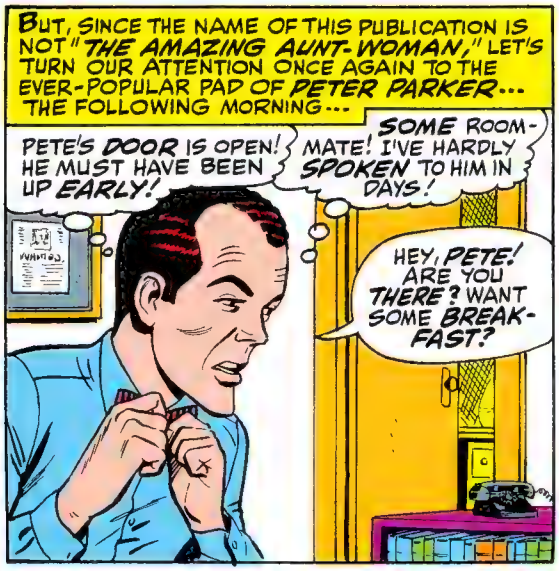

OH! I JUST REMEMBERED!
DIDN'T I HEAR SOMETHING... ABOUT YOU BEING WANTED... BY THE POLICE?
OH, HEAVENS NO, MADAM!
THAT WAS JUST A MISTAKE!
THE NEWSPAPERS GOT THE STORY ALL MIXED UP, AS THEY SO OFTEN DO!
AS A DEDICATED SCIENTIST, I WAS MERELY SEEKING TO PREVENT A ROBBERY!
SPIDER-MAN WAS THE CULPRIT... I WAS TRYING TO STOP HIM FROM STEALING THE NULLIFIER!
OF COURSE HOW PERFECTLY SILLY OF ME! I SHOULD HAVE KNOWN!
TO THINK YOU'D RISK YOUR OWN LIFE TRYING TO SAVE US ALL FROM THAT DREADFUL SPIDER-MAN!
HONESTLY! IT'S SO GOOD TO LEARN THAT GALLANTRY STILL EXISTS IN THIS CALLOUS WORLD!
DO COME IN, DEAR DR. OCTOPUS! THE ROOM IS YOURS IF YOU WANT IT!
MRS. WATSON, WITH WHOM I LIVE, IS AWAY ON A TRIP...
I'M DEEPLY TOUCHED BY YOUR KINDNESS, DEAR LADY!
BUT I JUST KNOW SHE'LL WELCOME YOU AS MUCH AS I DO!
THIS IS PERFECT! THEY'LL NEVER FIND ME HERE!
MEANWHILE, EVEN AS ONE OF THE WORLD'S MOST DEADLY ARCH-VILLAINS FINDS SANCTUARY UNDER THE ROOF OF SPIDEY'S UNWITTING AUNT...
I'VE COVERED THE WHOLE CITY...
CAN'T FIND A TRACE OF HIM!
STILL, HE MUST BE HERE SOMEWHERE --BUT WHERE?
2.

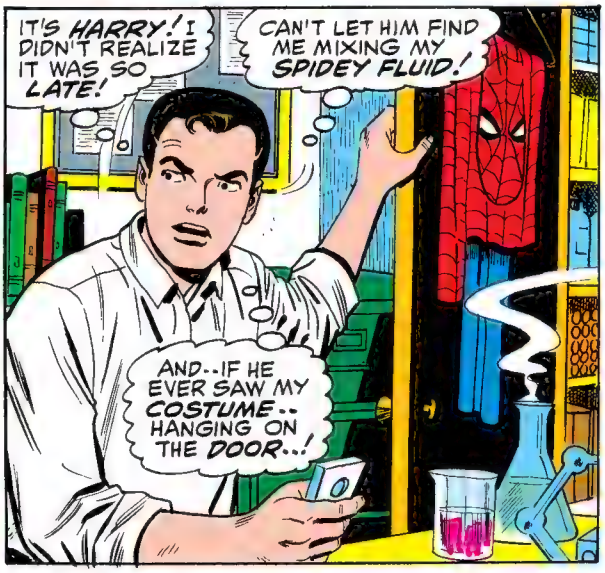
MY SPIDEY SENSE HASN'T EVEN TINGLED YET!
WHEREVER HE IS... I GUESS HE'S SAFE FOR NOW!
SO I MIGHT AS WELL HEAD HOME AND GRAB SOME SHUT-EYE!
I'M GETTING TO BE A MIGHTY WEARY LITTLE WEB-SWINGER!
THEN, AFTER A SPEEDY COSTUME CHANGE..
OCK IS BOUND TO SHOW HIMSELF SOONER OR LATER!
HMMM... HARRY MUST BE OUT ON A DATE!
GUESS I'LL PHONE AUNT MAY AND SEE HOW SHE'S FEELING!
AND SO, SECONDS LATER---
OH--THE PHONE! IT MUST BE MY NEPHEW!
I'LL GIVE YOU YOUR FIRST MONTH'S RENT IN ADVANCE, DEAR LADY!
THAT SHOULD KEEP HER OUT OF MY HAIR UNTIL MY PLANS ARE COMPLETE!
YOU JUST MAKE YOURSELF COMFORTABLE, DOCTOR...
AND IF THERE'S ANYTHING YOU WANT, JUST CALL!
THANK YOU, MRS. PARKER!
I'M SURE EVERYTHING WILL WORK OUT FINE!
PETER, DEAR! HOW NICE TO HEAR FROM YOU!
IT'S A GOOD THING SHE'S SO UNSUSPECTING!
BECAUSE, IF SHE EVER GUESSED WHAT'S IN STORE..!!
3.


BUT THEN, IN THE PRIVACY OF HIS ROOM, DOCK OCK'S SPIRITS BEGIN TO RISE...
NOW THAT SPIDER-MAN IS DEAD... AND I'VE FOUND A FAR BETTER HIDE-OUT THAN I EXPECTED...
I CAN AGAIN MAKE PLANS TO STEAL THE PRICELESS NULLIFIER!
AND THIS TIME I WILL NOT FAIL!
...ESPECIALLY SINCE MY MENTAL CONTROL OVER MY POWERFUL ARTIFICIAL ARMS IS EVEN GREATER THAN EVER!
I AM STILL ONE OF THE MOST BRILLIANT SCIENTIFIC BRAINS OF THE CENTURY..
AND, AIDED BY MY TENTACLES, I CAN ACCOMPLISH ANYTHING!
NOW I'LL UNPACK THE COMMUNI-CATING EQUIPMENT I BROUGHT, AND CONTACT ONE OF MY WAITING AIDES..!
LUCKILY, ALL OF MY MEN WERE NOT CAPTURED WHEN MY CAREER AS THE MASTER PLANNER WAS CUT SHORT BY THE ACCURSED SPIDER-MAN!*
* IT STARTED IN SPIDEY #31... AND FINALLY PETERED OUT IN #33! OR MAYBE IT WAS THE OTHER WAY AROUND! --- SHEEPISH STAN.
BEFORE LONG, I'LL BE IN FULL COMMAND ONCE MORE!
AND SO...
DR. OCTOPUS!! I'VE BEEN WAITING TO HEAR FROM YOU!
YOUR WAIT IS OVER! SOON WE SHALL STRIKE AGAIN!
4.

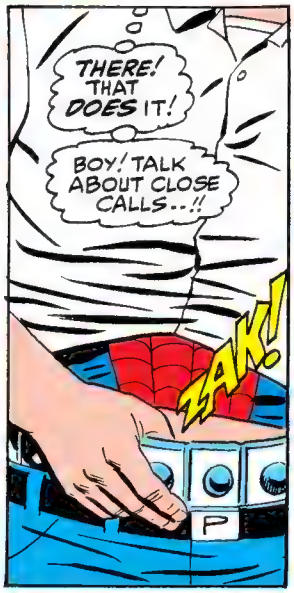

NOW LISTEN CLOSELY... AS I GIVE YOU A LIST OF THE MATERIAL I WILL NEED--!
AND SO I BEGIN THE GREATEST SERIES OF CRIMES THE WORLD HAS EVER KNOWN!

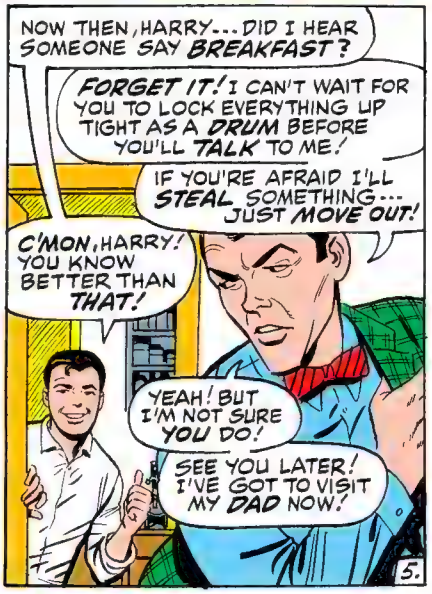

WHILE, ON THE FLOOR BELOW...
HOW ODD! I'VE NEVER HAD TROUBLE WITH THE TV BEFORE!
I WONDER IF DR. OCTOPUS COULD FIX IT FOR ME?
HE SEEMS SO VERY CAPABLE!
IT'S LIKE SOME SORT OF SILLY ELECTRICAL INTERFERENCE!


BUT, SINCE THE NAME OF THIS PUBLICATION IS NOT "THE AMAZING AUNT-WOMAN," LET'S TURN OUR ATTENTION ONCE AGAIN TO THE EVER-POPULAR PAD OF PETER PARKER... THE FOLLOWING MORNING...
PETE'S DOOR IS OPEN! HE MUST HAVE BEEN UP EARLY!
SOME ROOM-MATE! I'VE HARDLY SPOKEN TO HIM IN DAYS!
HEY, PETE! ARE YOU THERE? WANT SOME BREAK-FAST?


IT'S HARRY! I DIDN'T REALIZE IT WAS SO LATE!
CAN'T LET HIM FIND ME MIXING MY SPIDEY FLUID!
AND--IF HE EVER SAW MY COSTUME-- HANGING ON THE DOOR--!

I WAS A FOOL TO BE SO CARELESS!
JUST A SECOND, HARRY! BE RIGHT WITH YOU!
THIK!
I'VE GOTTA LOAD MY WEB FLUID IN MY BELT NOW...
MAY NOT GET A CHANCE LATER!


THERE! THAT DOES IT!
BOY! TALK ABOUT CLOSE CALLS--!!
ZAK!

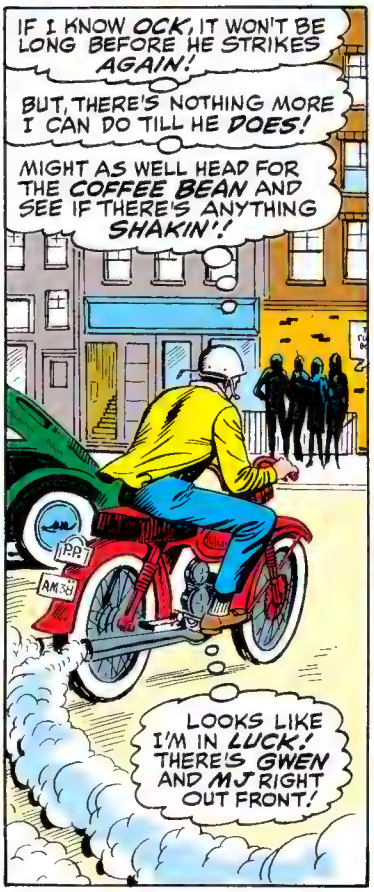

NOW THEN, HARRY... DID I HEAR SOMEONE SAY BREAKFAST?
FORGET IT! I CAN'T WAIT FOR YOU TO LOCK EVERYTHING UP TIGHT AS A DRUM BEFORE YOU'LL TALK TO ME!
IF YOU'RE AFRAID I'LL STEAL SOMETHING... JUST MOVE OUT!
C'MON, HARRY! YOU KNOW BETTER THAN THAT!
YEAH! BUT I'M NOT SURE YOU DO!
SEE YOU LATER! I'VE GOT TO VISIT MY DAD NOW!

AND SO...
IT LOOKS LIKE MY SPIDER-MAN IDENTITY IS FOULING UP THE BEST FRIENDSHIP I EVER HAD!
AND I DON'T KNOW HOW TO MAKE HARRY UNDERSTAND!
NUTS! I'LL HEAD FOR THE BUGLE AND SEE IF THERE'S ANY NEWS ABOUT DOC OCK!

MINUTES LATER, IN THE BUSTLING CITY ROOM...
THIS IS PETER PARKER, OUR DEMON FREE-LANCE PHOTOGRAPHER, MR. R.!
SAY HELLO TO JOE ROBERTSON, PETE! HE'S OUR NEW CITY EDITOR!
I'VE BEEN WANTING TO MEET YOU, SON!
YOU'RE THE BEST SPOT NEWS PHOTOG I'VE RUN INTO!
IT'S A PLEASURE, SIR!

I'VE BEEN WONDERING HOW YOU MANAGE TO LAND SOME OF THOSE ACTION-SHOTS OF YOURS?
IT'S NOT HARD WHEN YOU CARRY A SPECIAL CAMERA IN YOUR SPIDEY BELT!
ASK 'IM WHAT HE'S DONE FOR US LATELY, ROBBIE!
BUT I CAN'T TELL HIM THAT!
WE HAVEN'T A GOOD CRIME PIC IN THE WHOLE EDITION!
JUST BEGINNER'S LUCK, I GUESS!

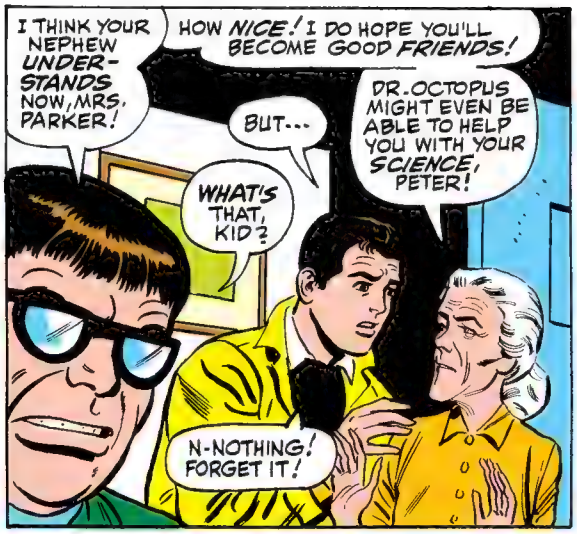
I'D LIKE TO BRING YOU SOME SHOTS OF DR. OCTOPUS, JJ.. BUT NOBODY'S SEEN HIM!
HAVE YOU HEARD ANYTHING?... ANY IDEA OF WHERE HE MAY BE HOLED UP?
SURE! SURE! I'VE GOT 'IM ON MY KEY CHAIN, FOR A LUCKY CHARM!!
HOW DO I KNOW WHERE HE IS?? GO FIND SPIDER-MAN!! ASK HIM!! THEY'RE PROBABLY BOTH IN CAHOOTS TOGETHER ANYWAY!
OH WELL... ASK A BONEHEAD QUESTION...!

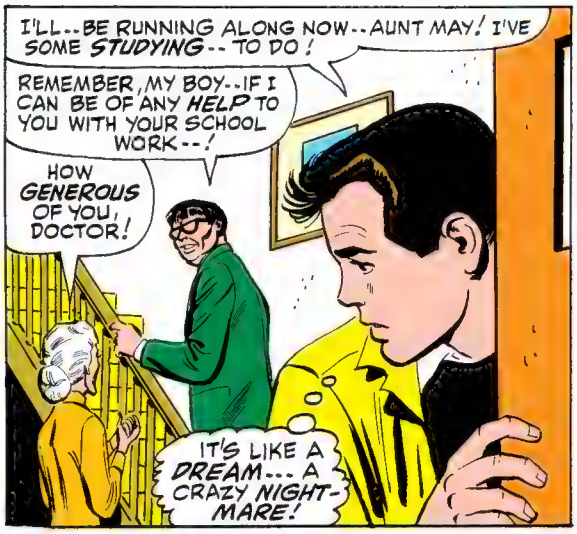

IF I KNOW OCK, IT WON'T BE LONG BEFORE HE STRIKES AGAIN!
BUT, THERE'S NOTHING MORE I CAN DO TILL HE DOES!
MIGHT AS WELL HEAD FOR THE COFFEE BEAN AND SEE IF THERE'S ANYTHING SHAKIN'!
LOOKS LIKE I'M IN LUCK! THERE'S GWEN AND MJ RIGHT OUT FRONT!

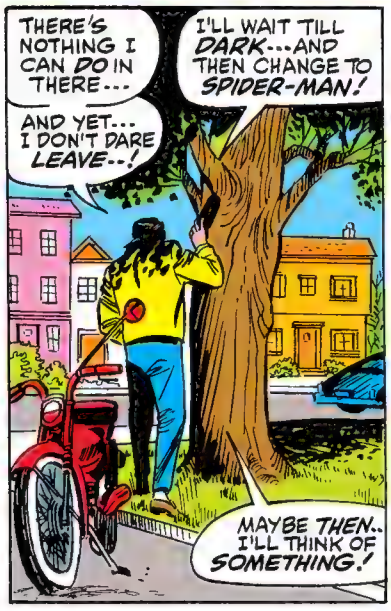
WELL! IF IT ISN'T SIR GALAHAD, ON HIS SUPER-CHARGED STEED!
HI, PEOPLE! I CAME TO RESCUE YOU FROM LETHARGY AND BOREDOM!
YOU MEAN YOU'RE GETTING RID OF GWEN, TIGER?
NOT IF I CAN HELP IT, LADY!

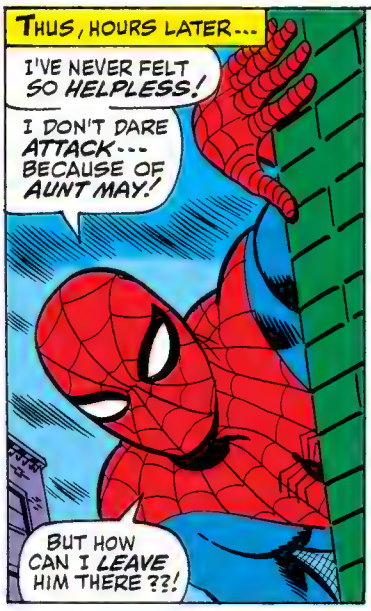
BOTH THOSE LIVING DOLLS ACT LIKE PARKER'S THE ONLY ONE OF HIS KIND!
WHAT'S HE GOT, ANY-WAY?
NOT A THING, JOE! TAKE AWAY HIS LOOKS... AND HIS BRAINS.. AND HE'S NOWHERE!
CARE TO HAVE A TALK-IN WITH A COUPLE OF WIDE-EYED WENCHES, MR. P.?
BREAK IT TO HER GENTLY, PETEY-O!
THE POOR CHILD NEVER HEARD THAT THREE'S A CROWD!
DON'T BE SILLY, MISS WATSON!
WE DON'T WANT YOU TO LEAVE ON OUR ACCOUNT!
LOOK, KIDDIES--THIS IS ALL VERY FLATTERING, BUT I JUST REMEMBERED MY AUNT MAY HAS A NEW BOARDER, AND I'D BETTER SEE IF EVERYTHING'S OKAY!
AUNT MAY? WHO CAN BUCK COMPETITION LIKE THAT?!
I'D HAVE LIKED TO STAY WITH GWEN AND MJ, BUT MRS. WATSON IS OUT OF TOWN, AND... HEY!!
MY SPIDEY SENSE!! TINGLING LIKE MAD! SOMETHING'S WRONG INSIDE..!
I'VE GOT TO GET IN THERE.. FAST!
IT CAN'T BE..!!
BUT, NO SOONER DOES PETE ENTER THE HOUSE, WHEN..
IT'S... DR. OCTOPUS!
PETER DEAR! HOW NICE OF YOU TO DROP IN!
OH, THAT'S RIGHT! YOU'VE MET MY NEW BOARDER BEFORE! I HAD ALMOST FORGOTTEN!
COME IN, YOUNG MAN -- COME IN!
YOUR AUNT WAS JUST TELLING ME WHAT A BRILLIANT SCIENCE STUDENT YOU ARE!
YOUR NEW BOARDER??!
DON'T STARE SO, DEAR! IT'S IMPOLITE!
I DABBLE A BIT IN SCIENCE MYSELF!

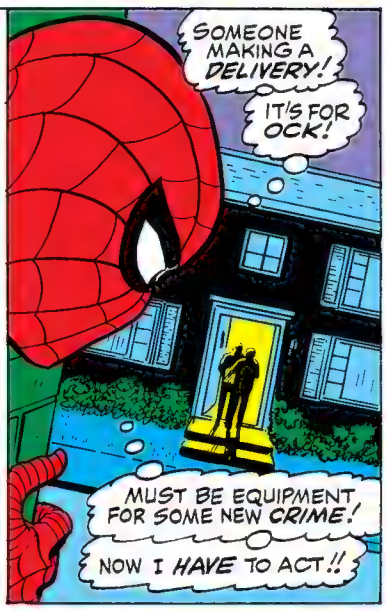
AUNT MAY... DON'T YOU KNOW WHO HE IS... WHAT HE IS ??
YOU MUSTN'T SAY SUCH THINGS, DEAR! AFTER ALL, HE IS OUR GUEST!
OF COURSE, DEAR LADY! I UNDERSTAND!
HE'S A CRIMINAL!! A DEADLY MENACE!
FORGIVE MY NEPHEW, DOCTOR! HE'S SO HIGH-STRUNG!
HE'S JUST OVER-EMOTIONAL.. LIKE SO MANY OF TODAY'S TEENAGERS!
AUNT MAY... LISTEN TO ME--!
NOT ANOTHER WORD, PETER! YOU MUSTN'T EXCITE YOURSELF THIS WAY! YOU KNOW HOW FRAGILE YOU ARE!
DR. OCTOPUS EXPLAINED THE WHOLE THING TO ME! HE'S ENTIRELY INNOCENT!
HE WAS JUST TRYING TO STOP THAT HORRIBLE SPIDER-MAN!
HOW CAN I TELL HER?? HOW CAN I EXPLAIN... WITHOUT ONE OF THEM SUSPECTING THAT I'M SPIDER-MAN!
PERHAPS IF YOU LET ME SPEAK TO HIM ALONE, MRS. PARKER...
I'LL TRY TO SHOW HIM HOW WRONG HE IS... MAN-TO-MAN!
THAT'S VERY KIND OF YOU, DOCTOR!
NOW LISTEN, YOU PUNK KID... AND LISTEN GOOD!
ONE MORE PEEP OUT OF YOU... TO YOUR AUNT... THE PAPERS... OR THE COPS.. AND IT'LL BE CURTAINS FOR BOTH OF YOU!
I'D TACKLE HIM NOW... BUT, I CAN'T! I DON'T DARE DO IT..!
THE SHOCK WOULD BE TOO MUCH FOR AUNT MAY'S WEAK HEART!
BUT, HOW CAN I LEAVE HER HERE... WITH THE MOST DANGEROUS, MOST MANIACAL ARCH-FIEND OF ALL ?!!
REMEMBER... HER LIFE'S IN YOUR HANDS!


I THINK YOUR NEPHEW UNDER-STANDS NOW, MRS. PARKER!
HOW NICE! I DO HOPE YOU'LL BECOME GOOD FRIENDS!
DR. OCTOPUS MIGHT EVEN BE ABLE TO HELP YOU WITH YOUR SCIENCE, PETER!
BUT...
WHAT'S THAT, KID?
N-NOTHING! FORGET IT!

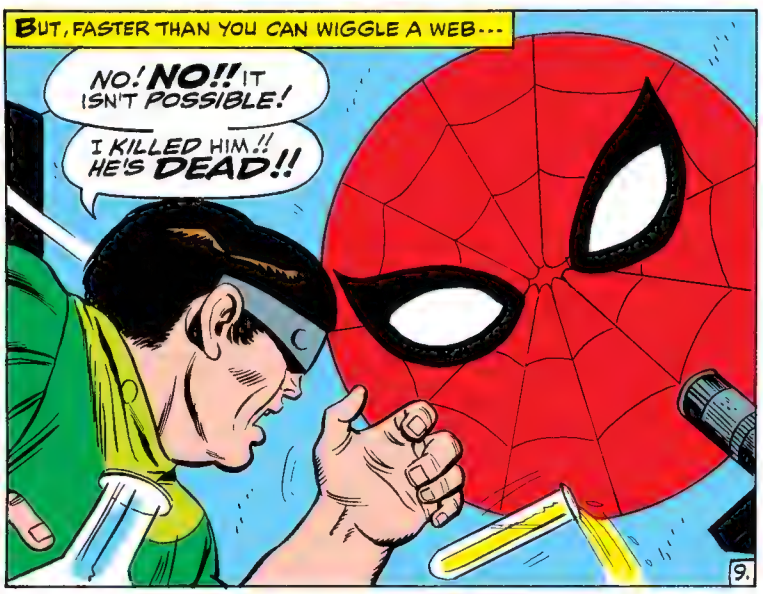

I'LL--BE RUNNING ALONG NOW--AUNT MAY! I'VE SOME STUDYING--TO DO!
REMEMBER, MY BOY--IF I CAN BE OF ANY HELP TO YOU WITH YOUR SCHOOL WORK--!
HOW GENEROUS OF YOU, DOCTOR!
IT'S LIKE A DREAM... A CRAZY NIGHT-MARE!


THERE'S NOTHING I CAN DO IN THERE...
I'LL WAIT TILL DARK...AND THEN CHANGE TO SPIDER-MAN!
AND YET... I DON'T DARE LEAVE--!
MAYBE THEN.. I'LL THINK OF SOMETHING!

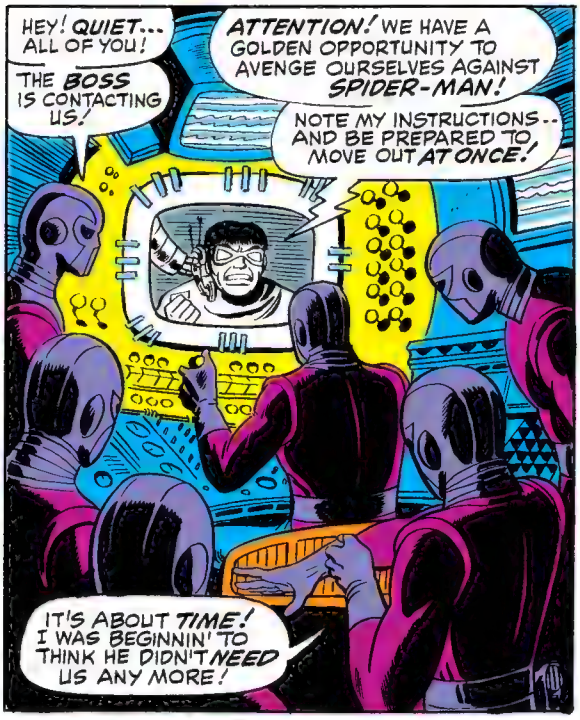

THUS, HOURS LATER...
I'VE NEVER FELT SO HELPLESS!
I DON'T DARE ATTACK... BECAUSE OF AUNT MAY!
BUT HOW CAN I LEAVE HIM THERE ??!

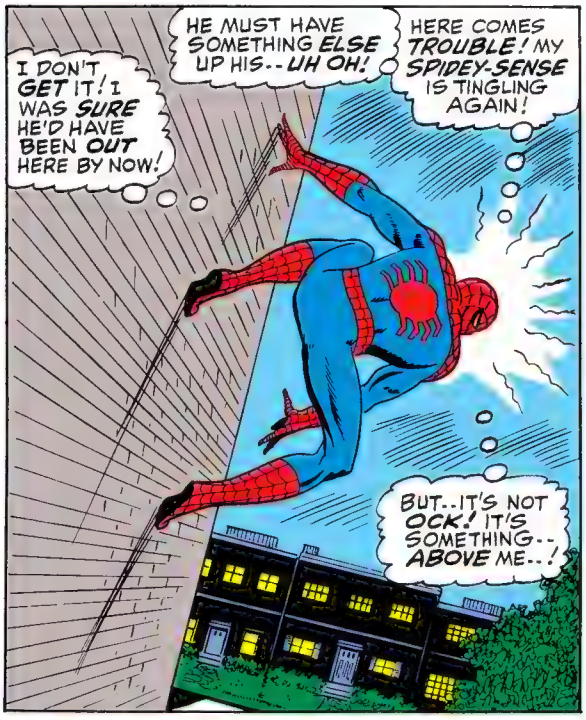

SOMEONE MAKING A DELIVERY!
IT'S FOR OCK!
MUST BE EQUIPMENT FOR SOME NEW CRIME!
NOW I HAVE TO ACT!!

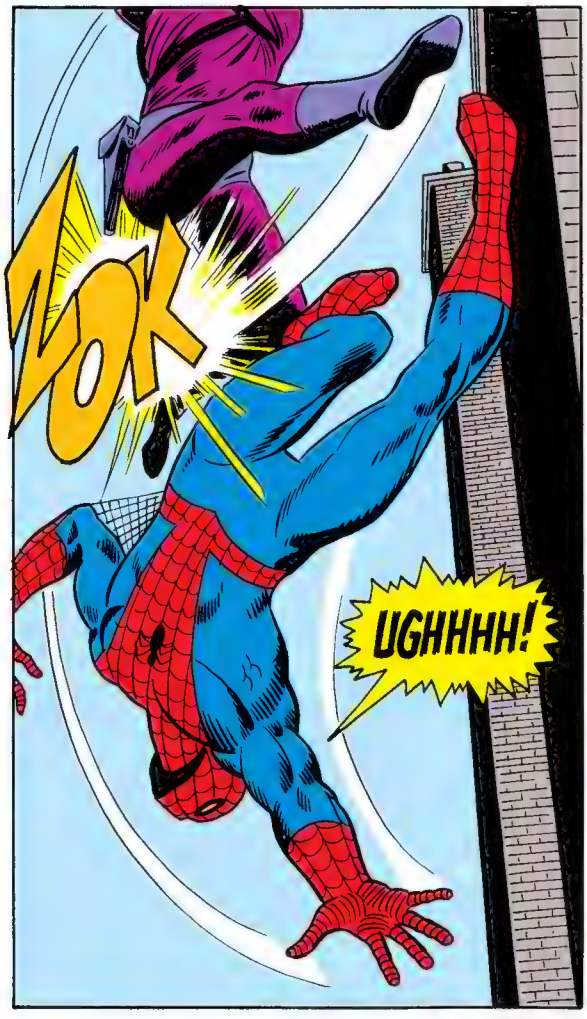
HOW EASY IT WAS! THE OLD WOMAN IS GULLIBLE ENOUGH TO BELIEVE ANYTHING!
AND HER WHIMPERING, NO-ACCOUNT NEPHEW IS TOO SCARED TO CAUSE ME ANY FURTHER TROUBLE!


BUT, FASTER THAN YOU CAN WIGGLE A WEB...
NO! NO!! IT ISN'T POSSIBLE!
I KILLED HIM!! HE'S DEAD!!

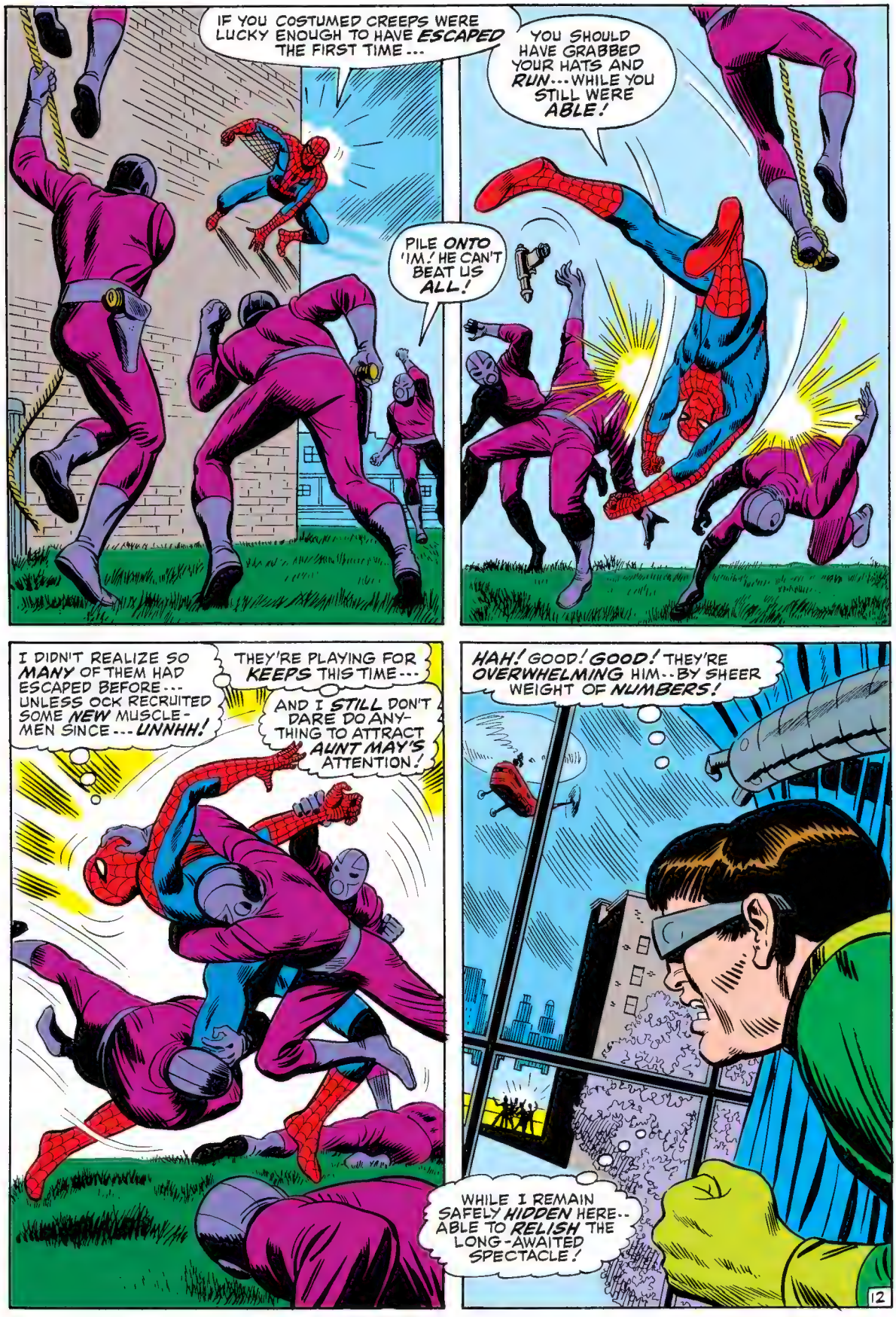
THEN, BEFORE DOC OCK CAN REACH THE WINDOW---
BY SCOOTING AROUND TO THE SIDE OF THE HOUSE, I'LL MAKE HIM COME TO ME!
I CAN'T FIGHT HIM INSIDE--WITH AUNT MAY THERE!
BUT, THE DIABOLICAL DO-BADDER HAS OTHER IDEAS---
IF HE IS ALIVE--- HE'LL BE EXPECTING ME TO PURSUE HIM!
BUT, SUCCESS IS ONLY FOR THOSE WHO DO THE UNEXPECTED!
I'VE NO TIME TO WONDER HOW HE FOUND ME--INSTEAD, I'LL MAKE SURE HE DOESN'T ESCAPE ALIVE!
AND I KNOW JUST HOW TO DO IT!
I MUST SUMMON THOSE OF MY MEN WHO ARE STILL AT LARGE!
THOUGH SPIDER-MAN DEFEATED ME WHEN I ASSUMED THE IDENTITY OF THE MASTER PLANNER, ENOUGH OF MY MOST LOYAL AIDES ESCAPED TO FORM THE NUCLEUS OF A NEW ARMY OF CRIME!
AN ARMY WHICH I'LL SEND INTO BATTLE RIGHT NOW--AGAINST THE MOST DANGEROUS FOE OF ALL--
THIS TIME THERE'LL BE NO QUARTER GIVEN! THIS TIME SPIDER-MAN MUST BE CRUSHED!
10.

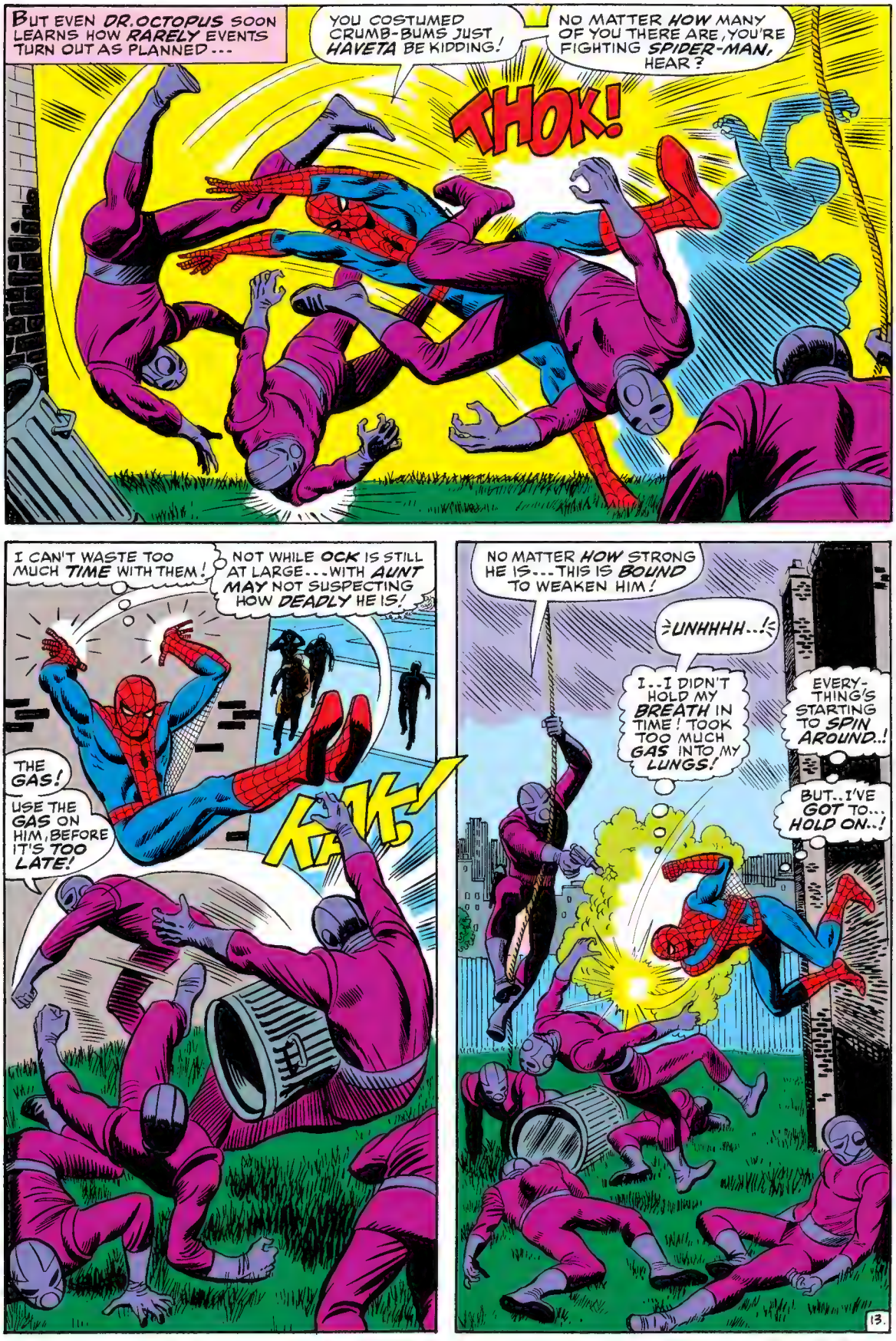

HEY! QUIET... ALL OF YOU!
THE BOSS IS CONTACTING US!
ATTENTION! WE HAVE A GOLDEN OPPORTUNITY TO AVENGE OURSELVES AGAINST SPIDER-MAN!
NOTE MY INSTRUCTIONS-- AND BE PREPARED TO MOVE OUT AT ONCE!
IT'S ABOUT TIME! I WAS BEGINNIN' TO THINK HE DIDN'T NEED US ANY MORE!


I DON'T GET IT! I WAS SURE HE'D HAVE BEEN OUT HERE BY NOW!
HE MUST HAVE SOMETHING ELSE UP HIS-- UH OH!
HERE COMES TROUBLE! MY SPIDEY-SENSE IS TINGLING AGAIN!
BUT--IT'S NOT OCK! IT'S SOMETHING-- ABOVE ME--!

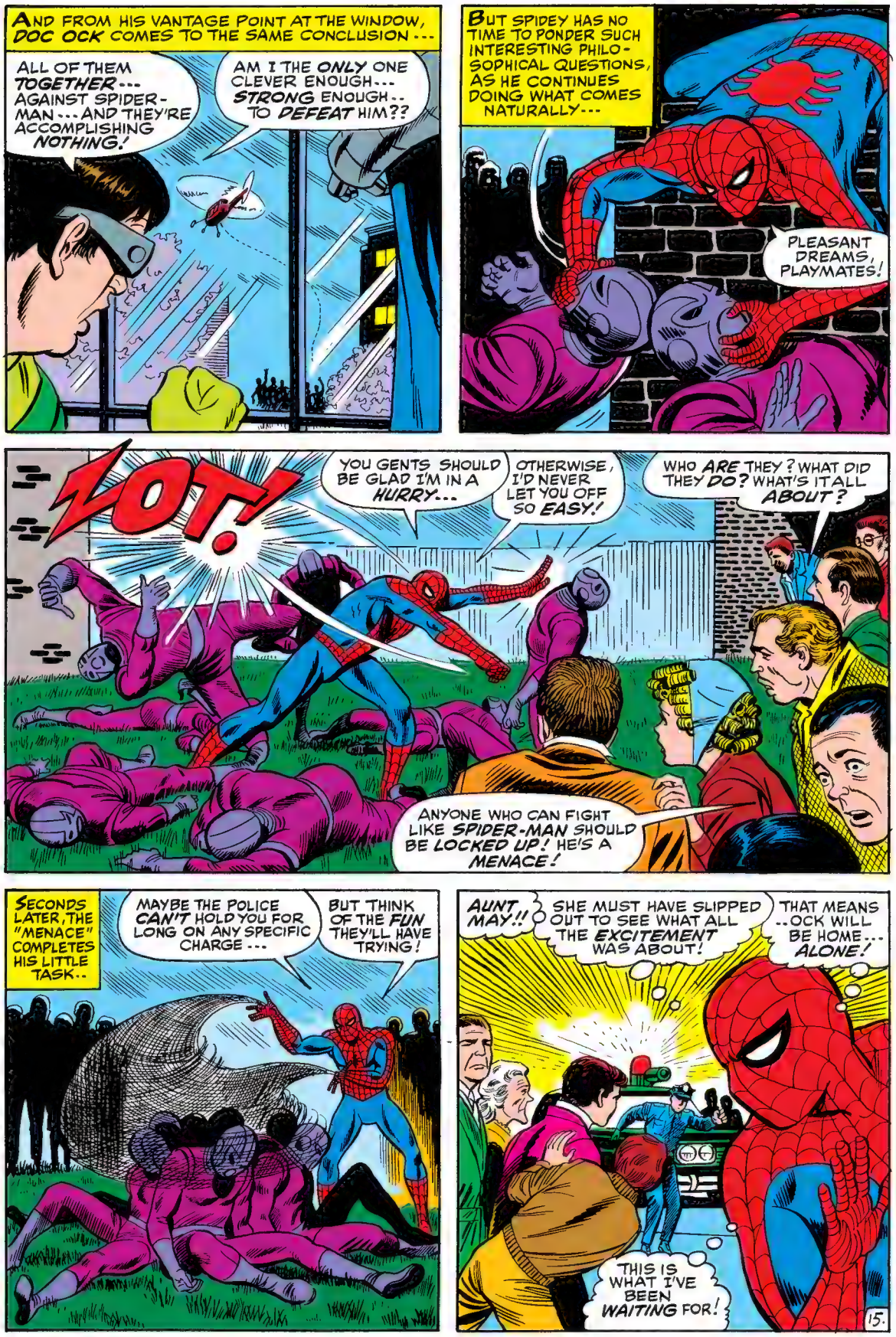

OK
UGHHHH!

DON'T GO 'WAY, SPIDER-MAN-- WE'LL BE RIGHT WITH YOU!
WE'VE BEEN WAITING FOR THIS MOMENT FOR A LONG TIME!
THE COSTUME OF--THE MASTER PLANNER'S MEN!
OCK MUST HAVE SENT FOR THEM!

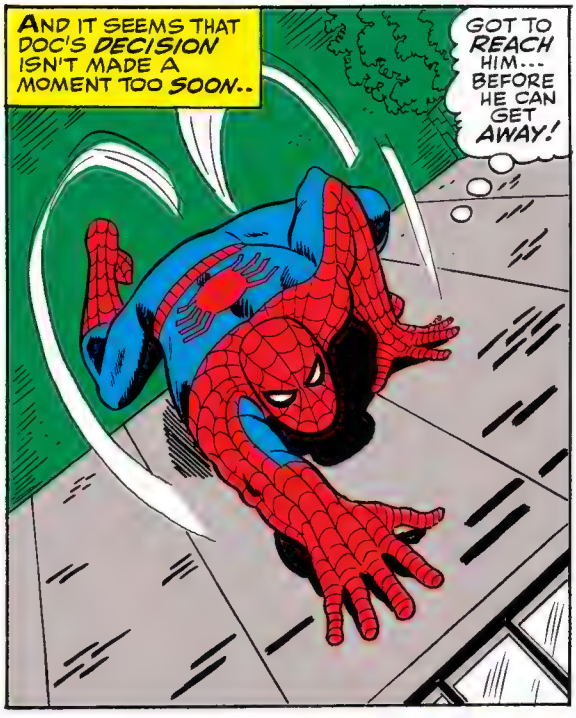

IF YOU COSTUMED CREEPS WERE LUCKY ENOUGH TO HAVE ESCAPED THE FIRST TIME ---
PILE ONTO 'IM! HE CAN'T BEAT US ALL!
YOU SHOULD HAVE GRABBED YOUR HATS AND RUN --- WHILE YOU STILL WERE ABLE!
I DIDN'T REALIZE SO MANY OF THEM HAD ESCAPED BEFORE --- UNLESS OCK RECRUITED SOME NEW MUSCLE-MEN SINCE --- UNNHH!
THEY'RE PLAYING FOR KEEPS THIS TIME ---
AND I STILL DON'T DARE DO ANY-THING TO ATTRACT AUNT MAY'S ATTENTION!
HAH! GOOD! GOOD! THEY'RE OVERWHELMING HIM -- BY SHEER WEIGHT OF NUMBERS!
WHILE I REMAIN SAFELY HIDDEN HERE -- ABLE TO RELISH THE LONG-AWAITED SPECTACLE!


BUT EVEN DR. OCTOPUS SOON LEARNS HOW RARELY EVENTS TURN OUT AS PLANNED ---
YOU COSTUMED CRUMB-BUMS JUST HAVE TA BE KIDDING!
NO MATTER HOW MANY OF YOU THERE ARE, YOU'RE FIGHTING SPIDER-MAN, HEAR?
THOK!
I CAN'T WASTE TOO MUCH TIME WITH THEM!
NOT WHILE OCK IS STILL AT LARGE---WITH AUNT MAY NOT SUSPECTING HOW DEADLY HE IS!
THE GAS!
USE THE GAS ON HIM, BEFORE IT'S TOO LATE!
KAK!
NO MATTER HOW STRONG HE IS---THIS IS BOUND TO WEAKEN HIM!
UNHHHH...!
I--I DIDN'T HOLD MY BREATH IN TIME! TOOK TOO MUCH GAS INTO MY LUNGS!
EVERY-THING'S STARTING TO SPIN AROUND..!
BUT..I'VE GOT TO... HOLD ON..!
13.

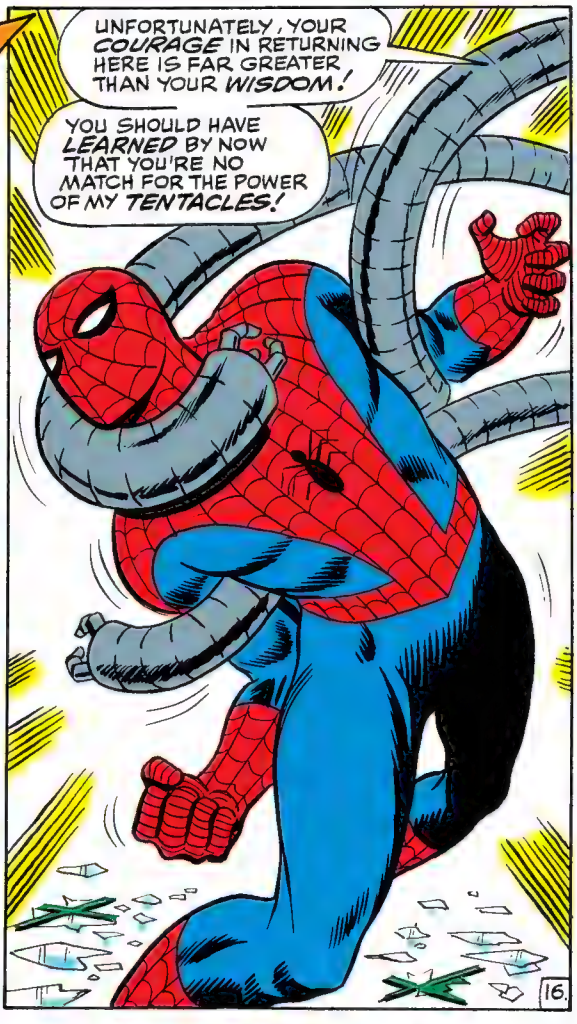
WE'VE GOT 'IM NOW! THE GAS MADE HIM HELPLESS!
FINISH HIM OFF FAST!
A CROWD'S BEGINNING TO GATHER! THIS PLACE'LL SOON BE CRAWLIN' WITH COPS!
WATCH IT, YOU FOOL! WE'RE BEGINNIN' TO TRIP OVER EACH OTHER!
LET ME HANDLE 'IM!
THAT'S ALL THE TIME I NEEDED! MY HEAD'S CLEAR AGAIN--- BUT THEY DON'T KNOW IT!
HEY! LOOK OUT! HE'S STARTIN' TO---!
UMMFFF!
HOLD 'IM! DON'T LET HIM---
YUHHH!
BTOK!
OKAY, FELLAS-- WHERE DID WE LEAVE OFF--?
WHY DOESN'T SOMEBODY STOP THEM?
GOOD IDEA! YOU WANNA TRY?
THE POLICE SHOULD BE HERE ANY MINUTE!
HEAR THAT, BOYS?
SOMEONE CALLED THE LAW! THAT MEANS YOU WON'T HAVE TO WORRY ABOUT LODGINGS FOR TONIGHT!
THEY CAN'T ARREST US! WE HAVEN'T DONE ANY-THING YET!
14


AND FROM HIS VANTAGE POINT AT THE WINDOW, DOC OCK COMES TO THE SAME CONCLUSION ---
ALL OF THEM TOGETHER --- AGAINST SPIDER-MAN --- AND THEY'RE ACCOMPLISHING NOTHING!
AM I THE ONLY ONE CLEVER ENOUGH --- STRONG ENOUGH -- TO DEFEAT HIM??
BUT SPIDEY HAS NO TIME TO PONDER SUCH INTERESTING PHILOSOPHICAL QUESTIONS, AS HE CONTINUES DOING WHAT COMES NATURALLY ---
PLEASANT DREAMS, PLAYMATES!
LOT!
YOU GENTS SHOULD BE GLAD I'M IN A HURRY...
OTHERWISE, I'D NEVER LET YOU OFF SO EASY!
WHO ARE THEY? WHAT DID THEY DO? WHAT'S IT ALL ABOUT?
ANYONE WHO CAN FIGHT LIKE SPIDER-MAN SHOULD BE LOCKED UP! HE'S A MENACE!
SECONDS LATER, THE "MENACE" COMPLETES HIS LITTLE TASK..
MAYBE THE POLICE CAN'T HOLD YOU FOR LONG ON ANY SPECIFIC CHARGE ---
BUT THINK OF THE FUN THEY'LL HAVE TRYING!
AUNT MAY!!
SHE MUST HAVE SLIPPED OUT TO SEE WHAT ALL THE EXCITEMENT WAS ABOUT!
THAT MEANS --OCK WILL BE HOME... ALONE!
THIS IS WHAT I'VE BEEN WAITING FOR!
15.

AT THAT VERY MOMENT, THE SAME REALIZATION STRIKES DOC OCK...
THE OLD LADY'S GONE!
DID SHE WISE UP? WHAT IF SHE WENT FOR THE POLICE?
I'D BETTER FASTEN MY ARMS... SO I'LL BE READY FOR ANY-THING!


AND IT SEEMS THAT DOC'S DECISION ISN'T MADE A MOMENT TOO SOON..
GOT TO REACH HIM... BEFORE HE CAN GET AWAY!

FTANG!
SPIDER-MAN!
YOU KNOW IT, MISTER!


UNFORTUNATELY, YOUR COURAGE IN RETURNING HERE IS FAR GREATER THAN YOUR WISDOM!
YOU SHOULD HAVE LEARNED BY NOW THAT YOU'RE NO MATCH FOR THE POWER OF MY TENTACLES!

CAN'T AFFORD TO WASTE MY STRENGTH TRYING TO BREAK FREE!
I'LL PLAY IT HIS WAY INSTEAD!
I'LL PRETEND TO BE BEATEN -- AND WAIT TILL HE RELEASES ME!
YOU WERE EVEN EASIER THAN I EXPECTED!
I'M ALMOST SORRY YOU COULDN'T PUT UP MORE OF A FIGHT!
I'D HAVE ENJOYED WATCHING YOU SQUIRM ... HEARING YOU BEG FOR MERCY!
BUT PERHAPS IT'S JUST AS WELL!
WITH SO MANY POLICE IN THE AREA, IT'S TIME FOR DR. OCTOPUS TO TAKE HIS LEAVE.. UNTIL THEY'VE GONE!
SO, I'LL SIMPLY PLACE YOU ON THE FLOOR, WHERE I CAN...
WHA..?!!!
RIGHT! BUT I'M THROUGH PRETENDING NOW!
YOU WERE JUST PLAYING POSSUM... PRETENDING TO BE KNOCKED OUT!!
THIS IS FOR REAL!

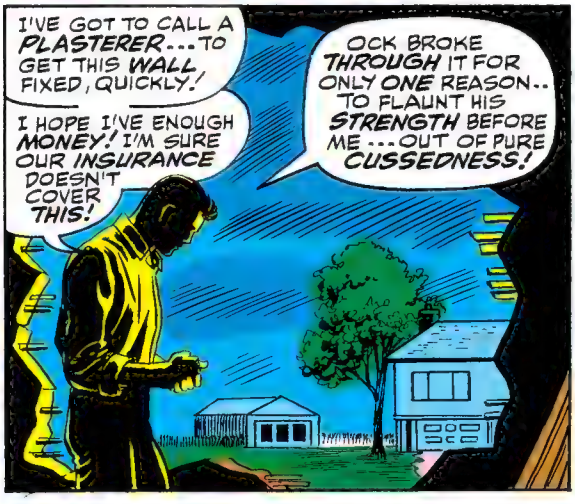
ZOK!
BUT JUST THEN ---
WHAT'S ALL THAT NOISE UPSTAIRS ??
EEEEEEK!
IT'S SPIDER-MAN! HE BROKE IN HERE!
BUT DON'T WORRY--- I'LL SAVE YOU FROM HIM!
OHHH--!
THE SHOCK--- IT'S TOO MUCH FOR HER!
LET'S FINISH OUR BATTLE ELSEWHERE.. SAFE FROM INTERFERENCE BY THE POLICE!
CRASH!
SO! YOU CHOOSE TO REMAIN BEHIND!
BUT THAT WON'T SAVE YOU! I'LL FIND YOU AGAIN--- AND NEXT TIME WILL BE THE LAST TIME!
18.

BUT, THE ARCH-VILLAIN'S WORDS FALL UPON DEAF EARS AS THE HEARTSICK YOUTH CRIES OUT---
IT WAS SPIDER-MAN WHO SCARED HER--- I'M THE ONE SHE FEARS!
I TRIED TO SPARE HER THIS... BUT NOW.. BECAUSE OF ME--- SHE'S.. SHE'S...!
IT'S ALL RIGHT, AUNT MAY! YOU'RE SAFE! YOU'VE NOTHING TO FEAR FROM SPIDER-MAN!
LOOK.. I'LL PROVE IT! JUST OPEN YOUR EYES..! JUST WAKE UP!
IT'S NO USE! I CAN'T REVIVE HER!
I'VE GOT TO CALL THE DOCTOR!
I JUST PRAY... THERE'S STILL TIME!!
IT'S MY AUNT, DR. BROMWELL! SHE'S COLLAPSED!
CAN YOU LEAVE AT ONCE ?? GOOD!
YES, OF COURSE I'LL STAY HERE WITH HER!
MY COSTUME! I ALMOST FORGOT!
I'LL CHANGE MY CLOTHES WHILE I'M WAITING FOR HIM!
THEN, AS THE LONG, TORTUROUS MINUTES TICK BY---
IF--IF SHE DOESN'T RECOVER--IT'LL BE MY FAULT---
BUT, SHE MUST PULL THROUGH--- SHE MUST!
AFTER THE WAY .. SHE DEVOTED HER LIFE TO ME..IT JUST CAN'T END..LIKE THIS!

THEN, TWENTY MINUTES LATER, TO THE HEARTSICK YOUTH'S INDESCRIBABLE RELIEF---
LUCK WAS WITH US THIS TIME, PETER!
DO YOU KNOW WHAT CAUSED THE SHOCK?
YOUR AUNT WILL PULL THROUGH!
I, EH-- I'M NOT QUITE SURE..!

WELL, SEE TO IT SHE GETS PLENTY OF REST, SON!
AT HER AGE, THE NEXT SUCH ATTACK COULD BE FATAL!
I'LL DROP BY AGAIN-- IN THE MORNING!
I COULDN'T EVEN TELL HIM THE TRUTH--- ABOUT SPIDER-MAN!

IT WAS FOOLISH OF ME---TO HAVE TAKEN OFF MY MASK BEFORE!
IF SHE HAD LEARNED WHO I REALLY AM-- IT MIGHT HAVE MADE THINGS WORSE THAN EVER!
BUT WHAT HAPPENS NEXT?
WHERE DO WE GO FROM HERE?


I'VE GOT TO CALL A PLASTERER---TO GET THIS WALL FIXED, QUICKLY!
I HOPE I'VE ENOUGH MONEY! I'M SURE OUR INSURANCE DOESN'T COVER THIS!
OCK BROKE THROUGH IT FOR ONLY ONE REASON-- TO FLAUNT HIS STRENGTH BEFORE ME---OUT OF PURE CUSSEDNESS!

BUT NOW HE'LL LEARN HOW CUSSED SPIDER-MAN CAN BE!
I'LL SHOW HIM WHAT STRENGTH REALLY IS!

HE WON'T GET ANOTHER CHANCE TO RETURN AND JEOPARDIZE THE LIFE OF AUNT MAY!
NO MATTER WHERE HE IS, I'LL FIND HIM!
AND THIS TIME, NOTHING WILL STOP ME FROM RIDDING THE WORLD FOREVER OF THE MENACE OF DR. OCTOPUS!
BE HERE WHEN: DISASTER STRIKES SPIDER-MAN!
BUT EVEN SPIDEY CANNOT SUSPECT THE STARTLING FATE THAT AWAITS HIM WHEN THEY MEET AGAIN NEXT ISH!

the AMAZING
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
55 DEC
MCG
DOC OCK WINS!

THE AMAZING SPIDER-MAN!™
"DOC OCK WINS!"
HEADS UP, YOU MASKED MISFITS!
YOU'VE GOT TEN SECONDS TO TELL ME WHERE OCK IS!
TIME'S UP!
SKRUNCH!
SINCE THE DEADLY DR. OCTOPUS MADE GOOD HIS ESCAPE LAST ISH, SPIDEY HAS COMBED THE CITY, SEARCHING FOR HIM! AND NOW, GUIDED BY HIS INFALLIBLE SPIDER-SENSE, LOOK WHAT HE'S STUMBLED INTO..!
LOOK OUT! IT'S SPIDER-MAN! HE'S FOUND US!
PRODUCED BY: STAN (THE MAN) LEE and JOHN (RING-A-DING) ROMITA
INKING: MICKEY DEMEO
LETTERING: SAM ROSEN
I DUNNO HOW HE GOT HERE...
BUT HE'LL NEVER GET OUT ALIVE!
THOP!

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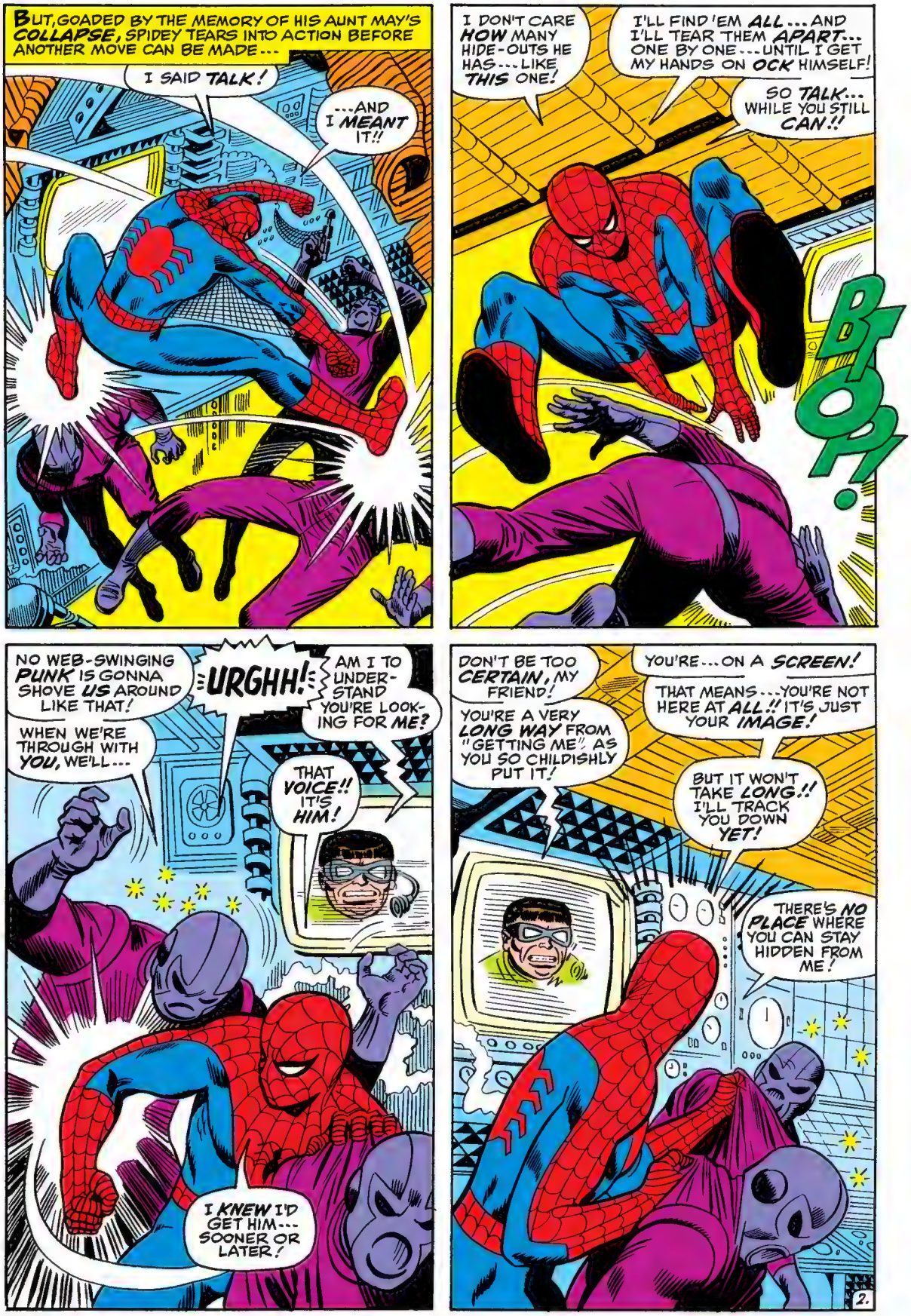
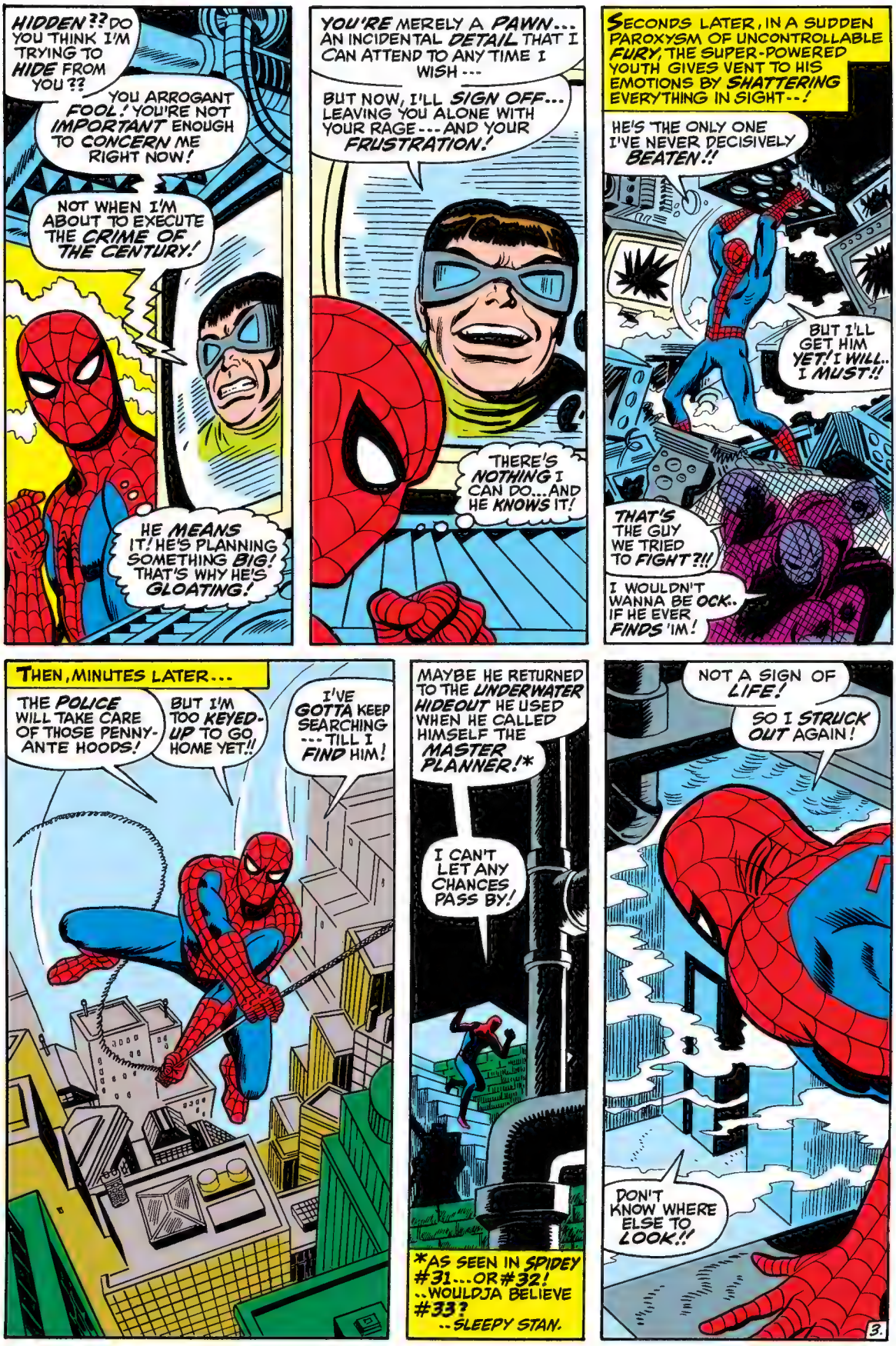
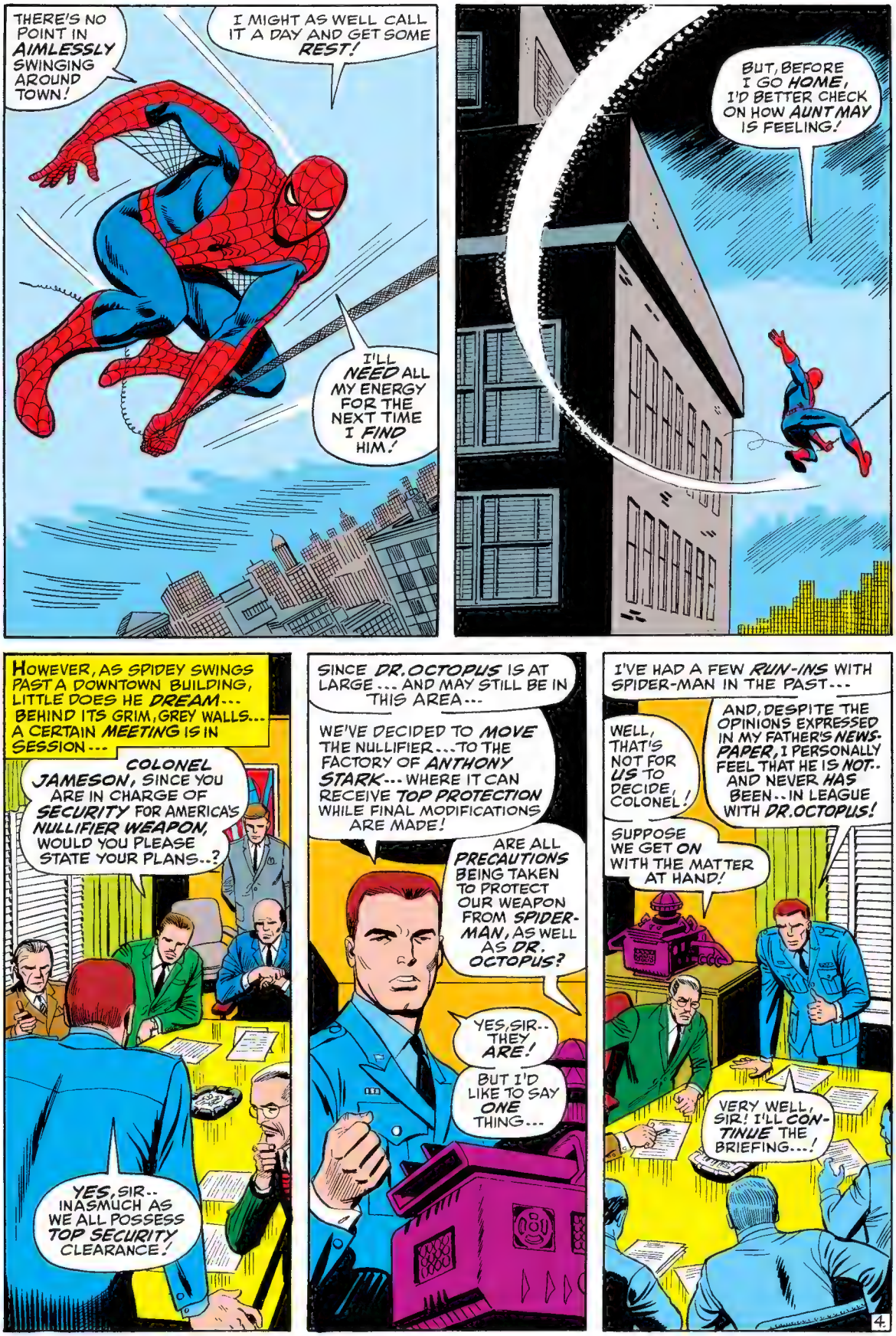
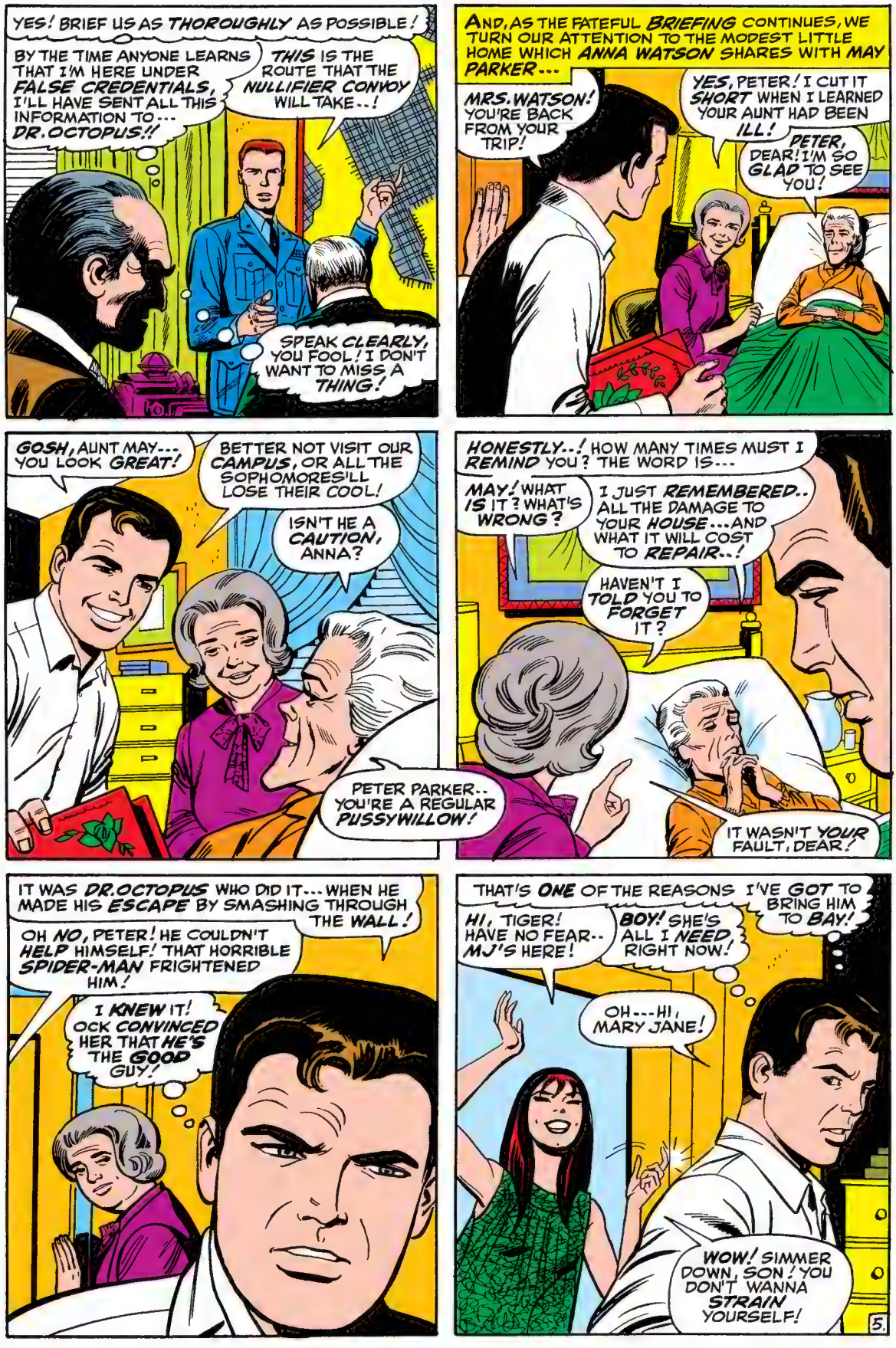
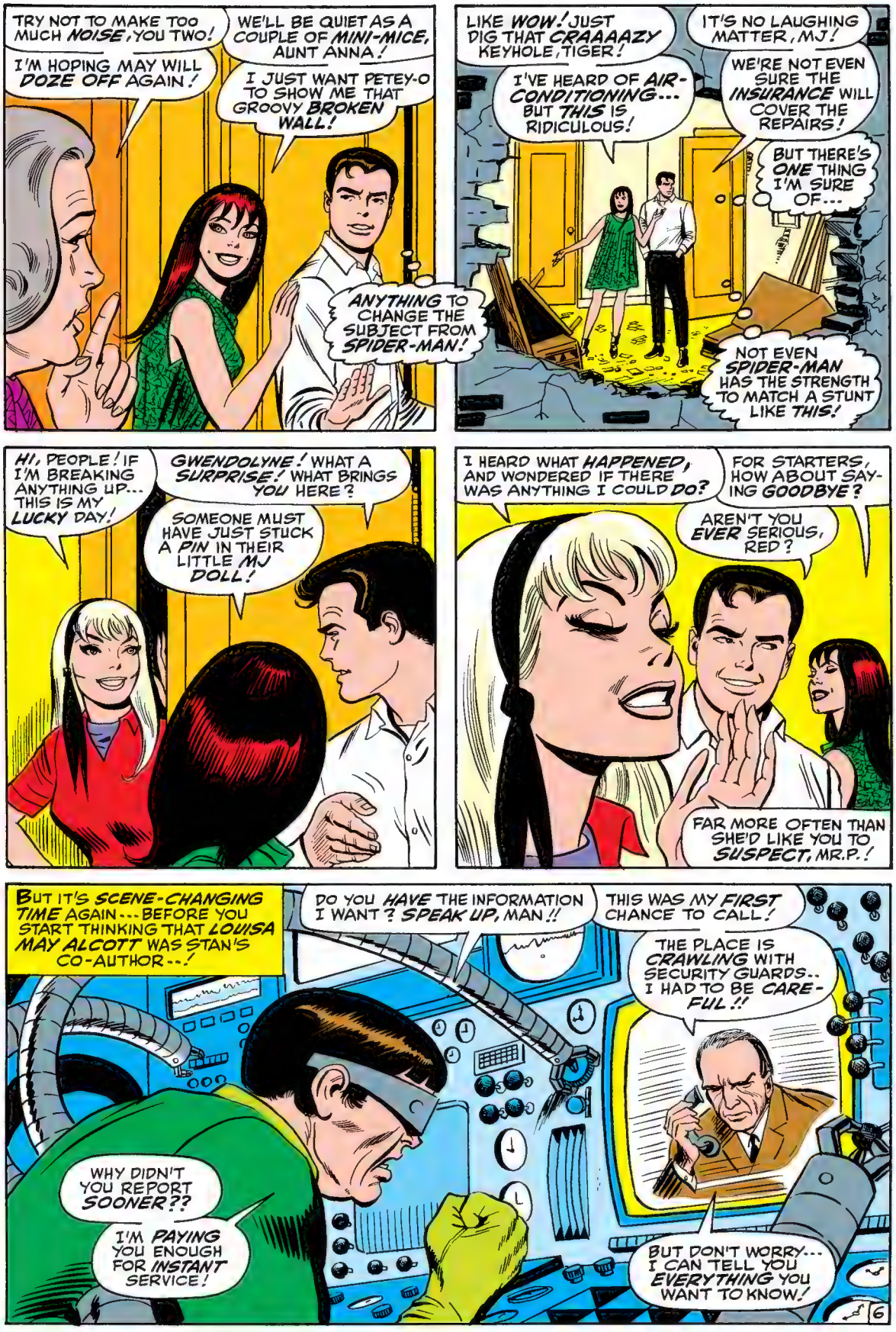

BUT, GOADED BY THE MEMORY OF HIS AUNT MAY'S COLLAPSE, SPIDEY TEARS INTO ACTION BEFORE ANOTHER MOVE CAN BE MADE---
I SAID TALK!
---AND I MEANT IT!!
I DON'T CARE HOW MANY HIDE-OUTS HE HAS---LIKE THIS ONE!
I'LL FIND 'EM ALL...AND I'LL TEAR THEM APART... ONE BY ONE---UNTIL I GET MY HANDS ON OCK HIMSELF!
SO TALK... WHILE YOU STILL CAN!!
BLOP!
NO WEB-SWINGING PUNK IS GONNA SHOVE US AROUND LIKE THAT!
URGHH!
AM I TO UNDERSTAND YOU'RE LOOKING FOR ME?
WHEN WE'RE THROUGH WITH YOU, WE'LL---
THAT VOICE!! IT'S HIM!
I KNEW I'D GET HIM--- SOONER OR LATER!
DON'T BE TOO CERTAIN, MY FRIEND!
YOU'RE A VERY LONG WAY FROM "GETTING ME", AS YOU SO CHILDISHLY PUT IT!
YOU'RE...ON A SCREEN!
THAT MEANS---YOU'RE NOT HERE AT ALL!! IT'S JUST YOUR IMAGE!
BUT IT WON'T TAKE LONG!! I'LL TRACK YOU DOWN YET!
THERE'S NO PLACE WHERE YOU CAN STAY HIDDEN FROM ME!

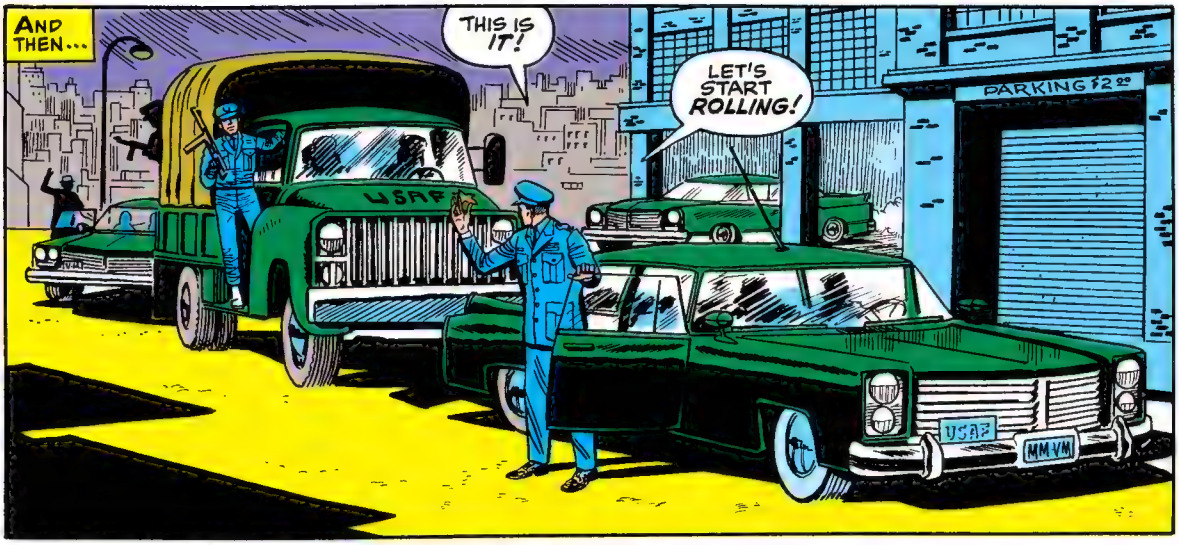

HIDDEN?? DO YOU THINK I'M TRYING TO HIDE FROM YOU??
YOU ARROGANT FOOL! YOU'RE NOT IMPORTANT ENOUGH TO CONCERN ME RIGHT NOW!
NOT WHEN I'M ABOUT TO EXECUTE THE CRIME OF THE CENTURY!
HE MEANS IT! HE'S PLANNING SOMETHING BIG! THAT'S WHY HE'S GLOATING!
YOU'RE MERELY A PAWN... AN INCIDENTAL DETAIL THAT I CAN ATTEND TO ANY TIME I WISH ---
BUT NOW, I'LL SIGN OFF... LEAVING YOU ALONE WITH YOUR RAGE --- AND YOUR FRUSTRATION!
THERE'S NOTHING I CAN DO... AND HE KNOWS IT!
SECONDS LATER, IN A SUDDEN PAROXYSM OF UNCONTROLLABLE FURY, THE SUPER-POWERED YOUTH GIVES VENT TO HIS EMOTIONS BY SHATTERING EVERYTHING IN SIGHT--!
HE'S THE ONLY ONE I'VE NEVER DECISIVELY BEATEN!!
BUT I'LL GET HIM YET! I WILL.. I MUST!!
THAT'S THE GUY WE TRIED TO FIGHT?!!
I WOULDN'T WANNA BE OCK.. IF HE EVER FINDS 'IM!
THEN, MINUTES LATER...
THE POLICE WILL TAKE CARE OF THOSE PENNY-ANTE HOODS!
BUT I'M TOO KEYED-UP TO GO HOME YET!!
I'VE GOTTA KEEP SEARCHING --- TILL I FIND HIM!
MAYBE HE RETURNED TO THE UNDERWATER HIDEOUT HE USED WHEN HE CALLED HIMSELF THE MASTER PLANNER!*
I CAN'T LET ANY CHANCES PASS BY!
*AS SEEN IN SPIDEY #31... OR #32! ..WOULDJA BELIEVE #33? --SLEEPY STAN.
NOT A SIGN OF LIFE!
SO I STRUCK OUT AGAIN!
DON'T KNOW WHERE ELSE TO LOOK!!
3.


THERE'S NO POINT IN AIMLESSLY SWINGING AROUND TOWN!
I MIGHT AS WELL CALL IT A DAY AND GET SOME REST!
I'LL NEED ALL MY ENERGY FOR THE NEXT TIME I FIND HIM!
BUT, BEFORE I GO HOME, I'D BETTER CHECK ON HOW AUNT MAY IS FEELING!
HOWEVER, AS SPIDEY SWINGS PAST A DOWNTOWN BUILDING, LITTLE DOES HE DREAM--- BEHIND ITS GRIM, GREY WALLS... A CERTAIN MEETING IS IN SESSION---
COLONEL JAMESON, SINCE YOU ARE IN CHARGE OF SECURITY FOR AMERICA'S NULLIFIER WEAPON, WOULD YOU PLEASE STATE YOUR PLANS..?
YES, SIR-- INASMUCH AS WE ALL POSSESS TOP SECURITY CLEARANCE!
SINCE DR. OCTOPUS IS AT LARGE... AND MAY STILL BE IN THIS AREA---
WE'VE DECIDED TO MOVE THE NULLIFIER...TO THE FACTORY OF ANTHONY STARK--- WHERE IT CAN RECEIVE TOP PROTECTION WHILE FINAL MODIFICATIONS ARE MADE!
ARE ALL PRECAUTIONS BEING TAKEN TO PROTECT OUR WEAPON FROM SPIDER-MAN, AS WELL AS DR. OCTOPUS?
YES, SIR-- THEY ARE!
BUT I'D LIKE TO SAY ONE THING---
I'VE HAD A FEW RUN-INS WITH SPIDER-MAN IN THE PAST---
AND, DESPITE THE OPINIONS EXPRESSED IN MY FATHER'S NEWSPAPER, I PERSONALLY FEEL THAT HE IS NOT-- AND NEVER HAS BEEN--IN LEAGUE WITH DR. OCTOPUS!
WELL, THAT'S NOT FOR US TO DECIDE, COLONEL!
SUPPOSE WE GET ON WITH THE MATTER AT HAND!
VERY WELL, SIR! I'LL CONTINUE THE BRIEFING...!
4.

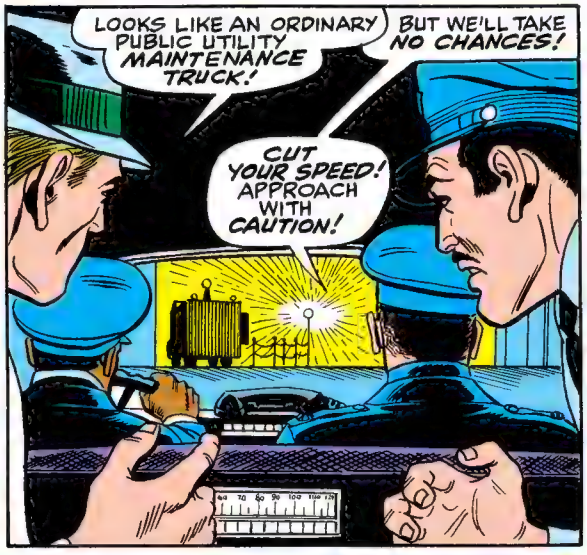

YES! BRIEF US AS THOROUGHLY AS POSSIBLE!
BY THE TIME ANYONE LEARNS THAT I'M HERE UNDER FALSE CREDENTIALS, I'LL HAVE SENT ALL THIS INFORMATION TO--- DR. OCTOPUS!!
THIS IS THE ROUTE THAT THE NULLIFIER CONVOY WILL TAKE--!
SPEAK CLEARLY, YOU FOOL! I DON'T WANT TO MISS A THING!
AND, AS THE FATEFUL BRIEFING CONTINUES, WE TURN OUR ATTENTION TO THE MODEST LITTLE HOME WHICH ANNA WATSON SHARES WITH MAY PARKER---
MRS. WATSON! YOU'RE BACK FROM YOUR TRIP!
YES, PETER! I CUT IT SHORT WHEN I LEARNED YOUR AUNT HAD BEEN ILL!
PETER, DEAR! I'M SO GLAD TO SEE YOU!
GOSH, AUNT MAY--- YOU LOOK GREAT!
BETTER NOT VISIT OUR CAMPUS, OR ALL THE SOPHOMORES'LL LOSE THEIR COOL!
ISN'T HE A CAUTION, ANNA?
PETER PARKER-- YOU'RE A REGULAR PUSSYWILLOW!
HONESTLY--! HOW MANY TIMES MUST I REMIND YOU? THE WORD IS---
MAY! WHAT IS IT? WHAT'S WRONG?
I JUST REMEMBERED-- ALL THE DAMAGE TO YOUR HOUSE---AND WHAT IT WILL COST TO REPAIR--!
HAVEN'T I TOLD YOU TO FORGET IT?
IT WASN'T YOUR FAULT, DEAR!
IT WAS DR. OCTOPUS WHO DID IT--- WHEN HE MADE HIS ESCAPE BY SMASHING THROUGH THE WALL!
OH NO, PETER! HE COULDN'T HELP HIMSELF! THAT HORRIBLE SPIDER-MAN FRIGHTENED HIM!
I KNEW IT! OCK CONVINCED HER THAT HE'S THE GOOD GUY!
THAT'S ONE OF THE REASONS I'VE GOT TO BRING HIM TO BAY!
HI, TIGER! HAVE NO FEAR-- MJ'S HERE!
BOY! SHE'S ALL I NEED RIGHT NOW!
OH---HI, MARY JANE!
WOW! SIMMER DOWN, SON! YOU DON'T WANNA STRAIN YOURSELF!
5.

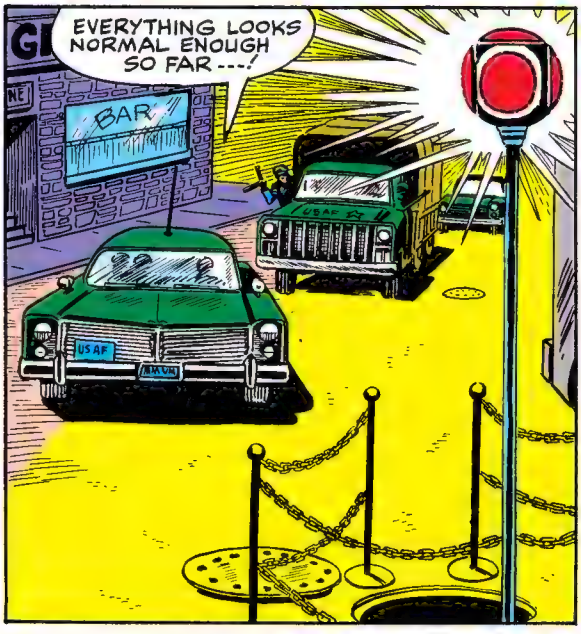

TRY NOT TO MAKE TOO MUCH NOISE, YOU TWO!
I'M HOPING MAY WILL DOZE OFF AGAIN!
WE'LL BE QUIET AS A COUPLE OF MINI-MICE, AUNT ANNA!
I JUST WANT PETEY-O TO SHOW ME THAT GROOVY BROKEN WALL!
ANYTHING TO CHANGE THE SUBJECT FROM SPIDER-MAN!
LIKE WOW! JUST DIG THAT CRAAAAZY KEYHOLE, TIGER!
I'VE HEARD OF AIR-CONDITIONING... BUT THIS IS RIDICULOUS!
IT'S NO LAUGHING MATTER, MJ!
WE'RE NOT EVEN SURE THE INSURANCE WILL COVER THE REPAIRS!
BUT THERE'S ONE THING I'M SURE OF...
NOT EVEN SPIDER-MAN HAS THE STRENGTH TO MATCH A STUNT LIKE THIS!
HI, PEOPLE! IF I'M BREAKING ANYTHING UP... THIS IS MY LUCKY DAY!
GWENDOLYNE! WHAT A SURPRISE! WHAT BRINGS YOU HERE?
SOMEONE MUST HAVE JUST STUCK A PIN IN THEIR LITTLE MJ DOLL!
I HEARD WHAT HAPPENED, AND WONDERED IF THERE WAS ANYTHING I COULD DO?
FOR STARTERS, HOW ABOUT SAYING GOODBYE?
AREN'T YOU EVER SERIOUS, RED?
FAR MORE OFTEN THAN SHE'D LIKE YOU TO SUSPECT, MR.P.!
BUT IT'S SCENE-CHANGING TIME AGAIN--- BEFORE YOU START THINKING THAT LOUISA MAY ALCOTT WAS STAN'S CO-AUTHOR--!
DO YOU HAVE THE INFORMATION I WANT? SPEAK UP, MAN!!
THIS WAS MY FIRST CHANCE TO CALL!
THE PLACE IS CRAWLING WITH SECURITY GUARDS.. I HAD TO BE CARE-FUL!!
WHY DIDN'T YOU REPORT SOONER??
I'M PAYING YOU ENOUGH FOR INSTANT SERVICE!
BUT DON'T WORRY... I CAN TELL YOU EVERYTHING YOU WANT TO KNOW!
6

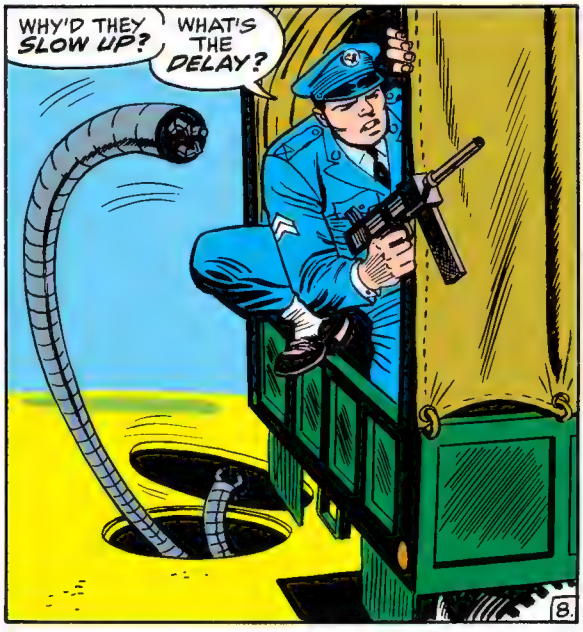
SECONDS LATER---
ARE YOU ABSOLUTELY CERTAIN? THERE'S NO CHANCE OF A SLIP-UP?
I WAS RIGHT THERE WHEN THEY WENT OVER THE PLAN!
YOU'VE GOT THE ENTIRE ROUTE--- AND THE COMPLETE TIMETABLE!
EXCELLENT! EXCELLENT! THEN THE PRICELESS NULLIFIER IS AS GOOD AS MINE!
AND TO MAKE SURE NOTHING GOES WRONG, I'LL BE WORKING ALMOST ALONE!
BREAK CONTACT! YOUR JOB IS DONE! NOW MINE BEGINS!
EVERYTHING IS SET!
GET MOVING! I'LL GIVE YOU DIRECTIONS AS WE GO!
YES SIR!
TO THE OUTSIDE WORLD, THIS IS MERELY AN AVERAGE ELECTRICAL REPAIR TRUCK!
BUT I'VE EQUIPPED IT WITH EVERY TYPE OF ELECTRONIC DEVICE I'LL NEED IN ORDER TO EXECUTE--- THE CRIME OF THE CENTURY!
POWER MAINTENANCE
THUS, LATER THAT NIGHT---
DO YOU HAVE ANY FURTHER ORDERS, COLONEL JAMESON?
NO! THE OPERATION WILL PROCEED EXACTLY ACCORDING TO PLAN!
WITH YOU IN CHARGE--AND THE TIGHTEST SECURITY MEASURES POSSIBLE...
THERE ISN'T A CHANCE OF ANY-THING GOING WRONG, COLONEL!
NEVERTHELESS, WE WON'T RELAX OUR VIGILANCE UNTIL THE NULLIFIER IS SAFE!

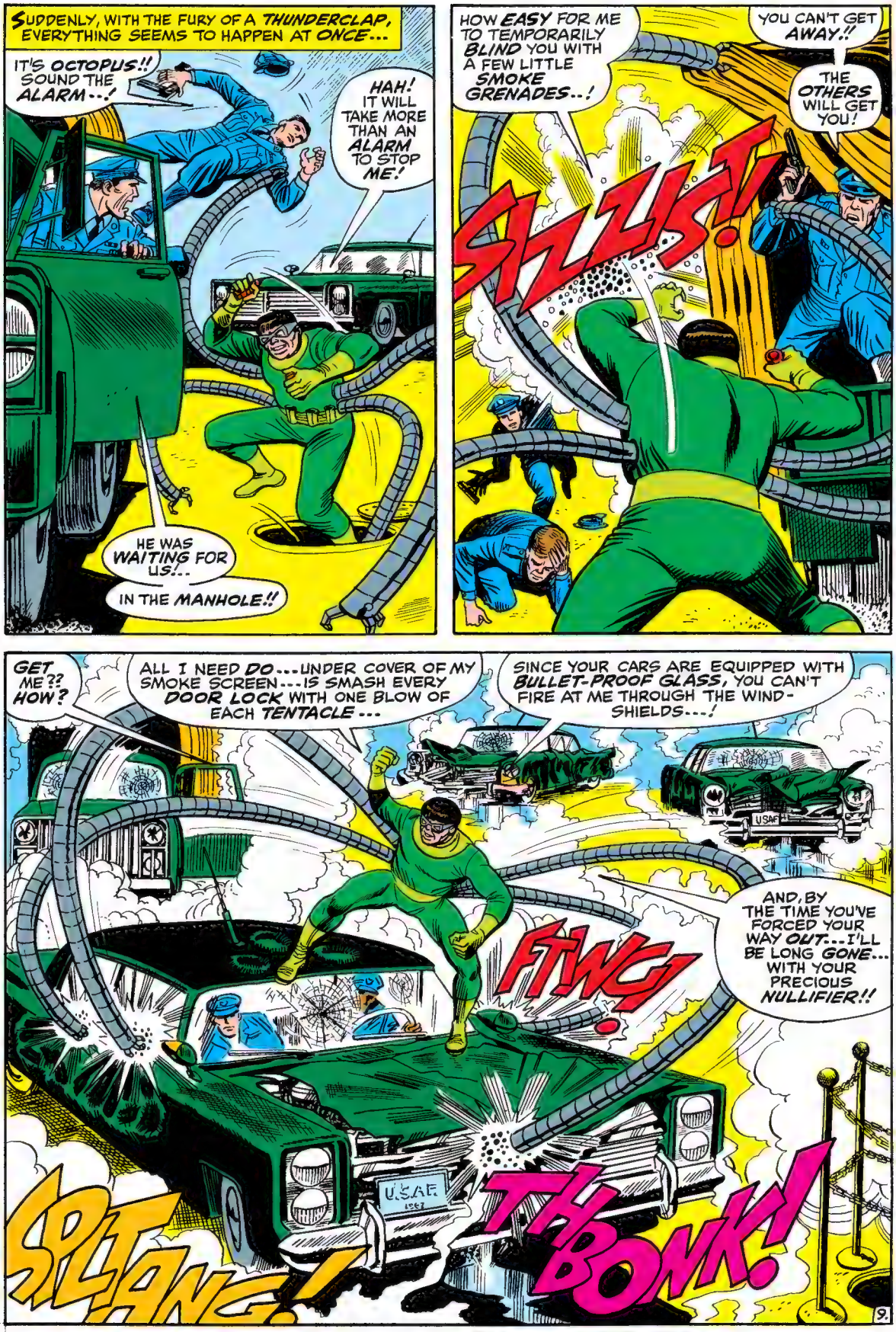

AND THEN...
THIS IS IT!
LET'S START ROLLING!
PARKING $2.00
USAF
USAF
MM-VM

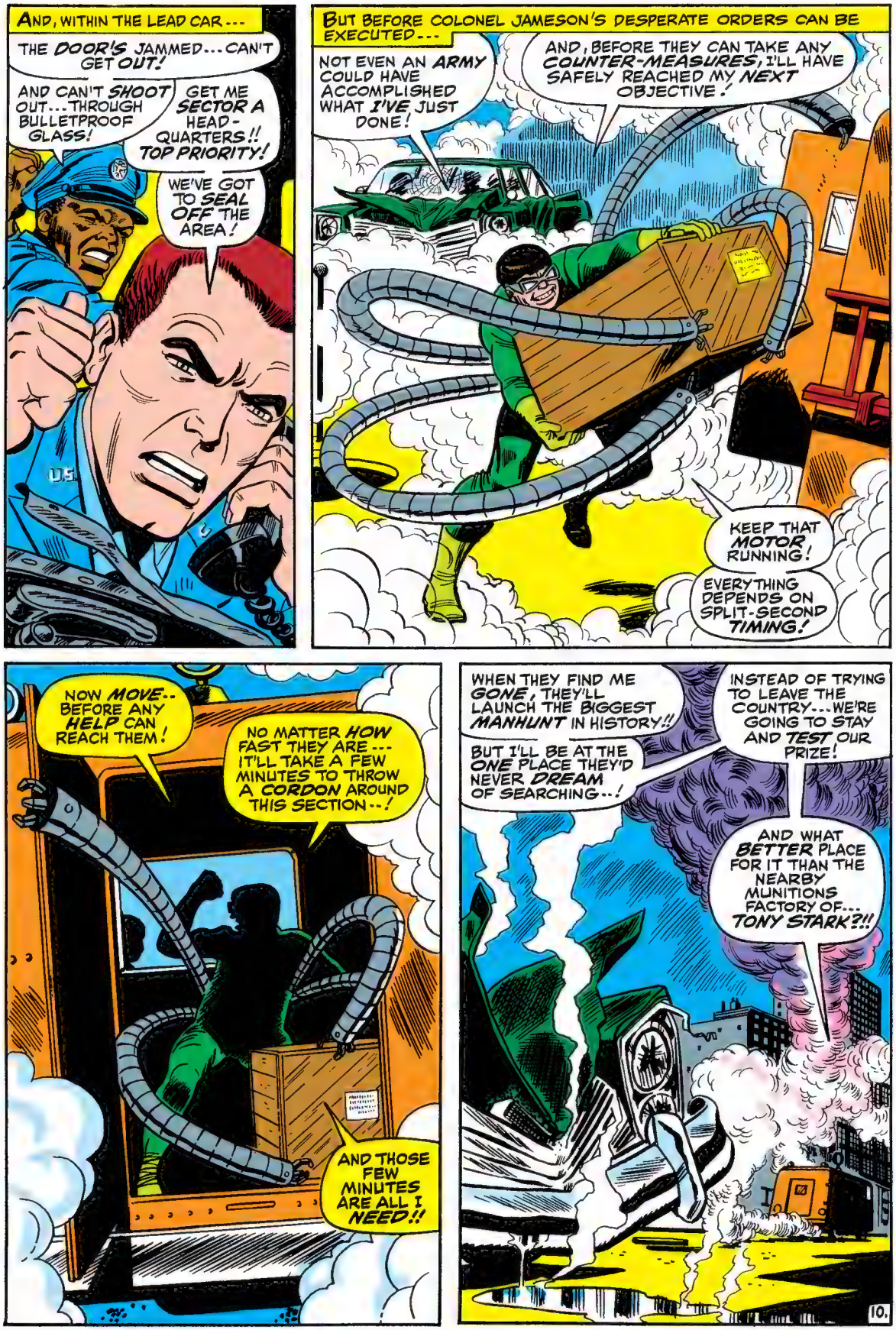
SO FAR, SO GOOD! NO SIGN OF TROUBLE!
ESTIMATED TIME OF ARRIVAL STILL UNCHANGED!
OVER AND OUT!
THERE'S SOMETHING UP AHEAD, COLONEL!


LOOKS LIKE AN ORDINARY PUBLIC UTILITY MAINTENANCE TRUCK!
BUT WE'LL TAKE NO CHANCES!
CUT YOUR SPEED! APPROACH WITH CAUTION!


EVERYTHING LOOKS NORMAL ENOUGH SO FAR ---!
BAR
USAF
USAF
MM-VM


WHY'D THEY SLOW UP?
WHAT'S THE DELAY?


SUDDENLY, WITH THE FURY OF A THUNDERCLAP, EVERYTHING SEEMS TO HAPPEN AT ONCE...
IT'S OCTOPUS!! SOUND THE ALARM--!
HAH! IT WILL TAKE MORE THAN AN ALARM TO STOP ME!
HE WAS WAITING FOR US!..
IN THE MANHOLE!!
HOW EASY FOR ME TO TEMPORARILY BLIND YOU WITH A FEW LITTLE SMOKE GRENADES..!
YOU CAN'T GET AWAY!!
THE OTHERS WILL GET YOU!
SIZZLS!
GET ME?? HOW?
ALL I NEED DO...UNDER COVER OF MY SMOKE SCREEN---IS SMASH EVERY DOOR LOCK WITH ONE BLOW OF EACH TENTACLE ---
SINCE YOUR CARS ARE EQUIPPED WITH BULLET-PROOF GLASS, YOU CAN'T FIRE AT ME THROUGH THE WIND-SHIELDS---!
AND, BY THE TIME YOU'VE FORCED YOUR WAY OUT...I'LL BE LONG GONE... WITH YOUR PRECIOUS NULLIFIER!!
FTWG
SPLANG!
THBONK!
U.S.A.F.
9.

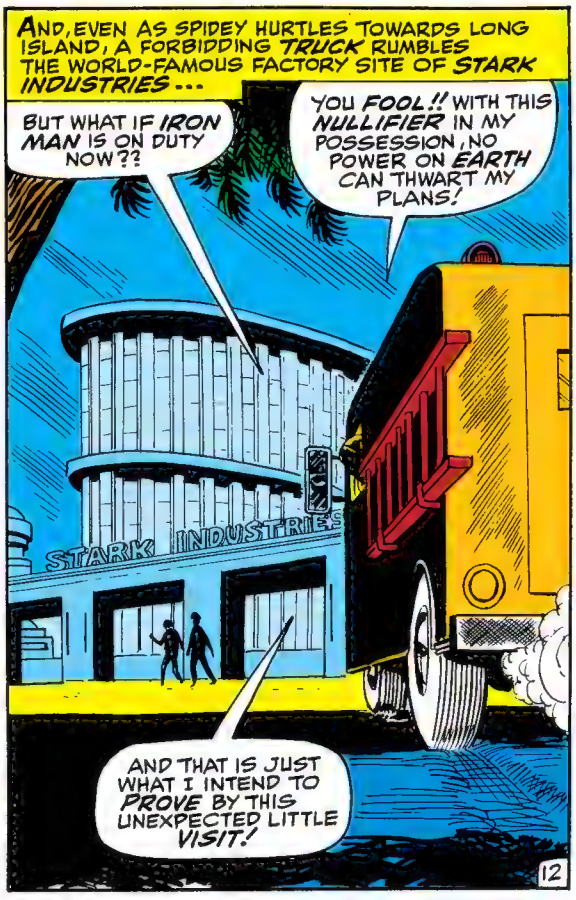

AND, WITHIN THE LEAD CAR ---
THE DOOR'S JAMMED... CAN'T GET OUT!
AND CAN'T SHOOT OUT... THROUGH BULLETPROOF GLASS!
GET ME SECTOR A HEAD-QUARTERS!! TOP PRIORITY!
WE'VE GOT TO SEAL OFF THE AREA!
U.S.
BUT BEFORE COLONEL JAMESON'S DESPERATE ORDERS CAN BE EXECUTED ---
NOT EVEN AN ARMY COULD HAVE ACCOMPLISHED WHAT I'VE JUST DONE!
AND, BEFORE THEY CAN TAKE ANY COUNTER-MEASURES, I'LL HAVE SAFELY REACHED MY NEXT OBJECTIVE!
KEEP THAT MOTOR RUNNING!
EVERYTHING DEPENDS ON SPLIT-SECOND TIMING!
NOW MOVE-- BEFORE ANY HELP CAN REACH THEM!
NO MATTER HOW FAST THEY ARE --- IT'LL TAKE A FEW MINUTES TO THROW A CORDON AROUND THIS SECTION--!
AND THOSE FEW MINUTES ARE ALL I NEED!!
WHEN THEY FIND ME GONE, THEY'LL LAUNCH THE BIGGEST MANHUNT IN HISTORY!!
BUT I'LL BE AT THE ONE PLACE THEY'D NEVER DREAM OF SEARCHING--!
INSTEAD OF TRYING TO LEAVE THE COUNTRY... WE'RE GOING TO STAY AND TEST OUR PRIZE!
AND WHAT BETTER PLACE FOR IT THAN THE NEARBY MUNITIONS FACTORY OF... TONY STARK?!!
10.

MINUTES LATER...
I GOT HERE AS SOON AS I HEARD THE NEWS, MY BOY!
IF YOU TALK FAST, I'LL STILL BE ABLE TO MAKE THE NEXT EDITION!
STAY OUT OF THIS, DAD! I'VE GOT A JOB TO DO!
SPIDER-MAN WAS BEHIND IT--- HELPING DOCTOR OCTOPUS, WASN'T HE??
EVEN IF YOU DIDN'T SEE HIM---HE COULD HAVE BEEN HERE, COULDN'T HE??
AND JUST FOR ONCE--- FORGET ABOUT SPIDER-MAN!
HE HAD NOTHING TO DO WITH IT!
ALL THAT MATTERS IS RETRIEVING THE NULLIFIER!
WRITE THE STORY AS IT IS, NED!
DON'T LET THE BOSS'S BIAS THROW YOU A CURVE!
STAY ON THE SCENE, ROBBIE! FOLLOW UP EVERY LEAD!
FOR ALL WE KNOW, OCK IS REALLY SPIDER-MAN--- IN DISGUISE!
COME OFF IT, JJ! THEY'VE BEEN SEEN TOGETHER!
OKAY! OKAY! SO I FORGOT!
SAY! WHERE'S PARKER NOW WHEN I NEED HIM??
WHO?? JONAH JAMESON?
FOR CRYIN' OUT LOUD, MISTER---IT'S 3 O'CLOCK IN THE MORNING!!
NO! PARKER'S NOT HERE!
I DUNNO WHERE HE IS---AND I COULDN'T CARE LESS!!
GOOD NIGHT!!
SOMETHING HAPPENING DOWN BELOW--!
BUT, SINCE WE CARE WHERE HE IS, LET'S REJOIN OUR WONDROUS WEB-SPINNER--- LIKE NOW...
THAT SMOKE-- THE CROWD-- THE WRECKED CARS---
I WONDER??!
11.

IT'S WHAT'S LEFT OF A MILITARY CONVOY...
--LED BY COLONEL JAMESON!
IT CAN ONLY ADD UP TO ONE THING... OCK GOT THE NULLI-FIER!

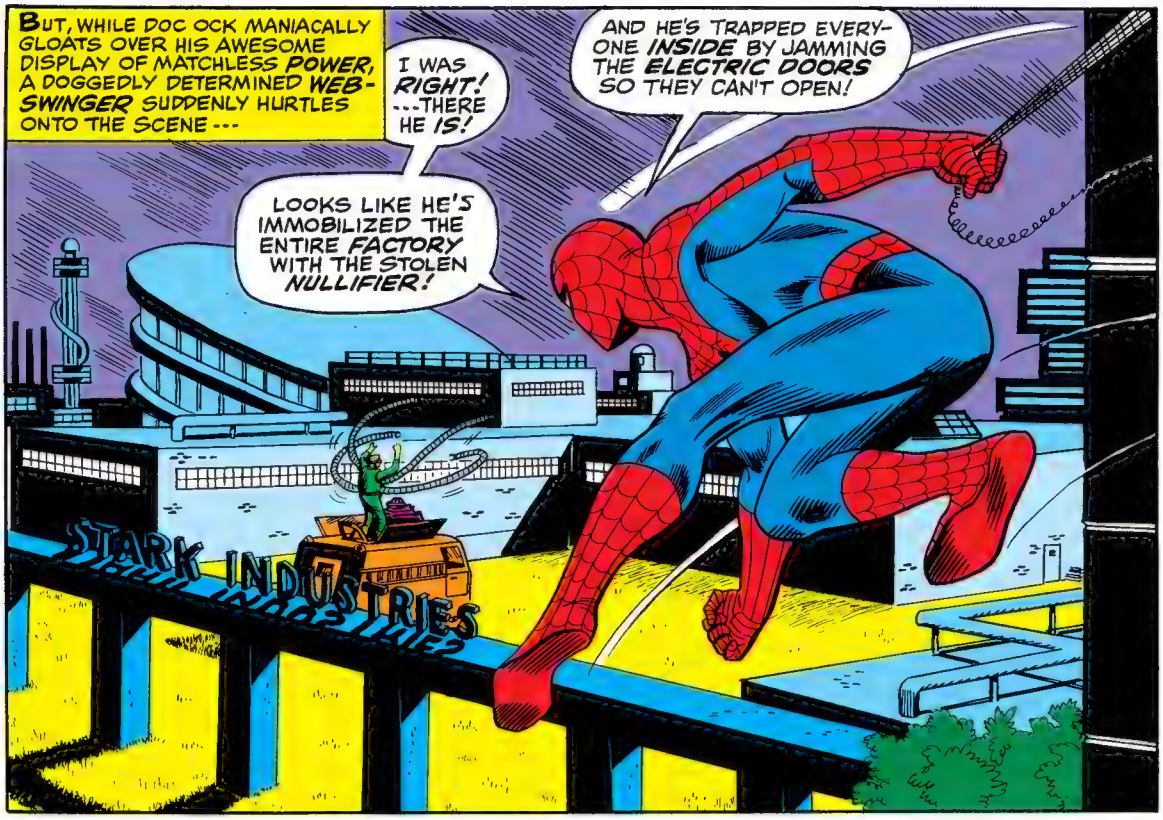
WOW! THEY'VE GOT THE ARMY... THE POLICE... THE F.B.I... AND PROBABLY EVEN SHIELD IN ON THE CASE!!
BUT THEY HAVE NO LEADS... AND TIME IS WORKING AGAINST THEM!
NOBODY KNOWS OCK AS WELL AS I DO!!

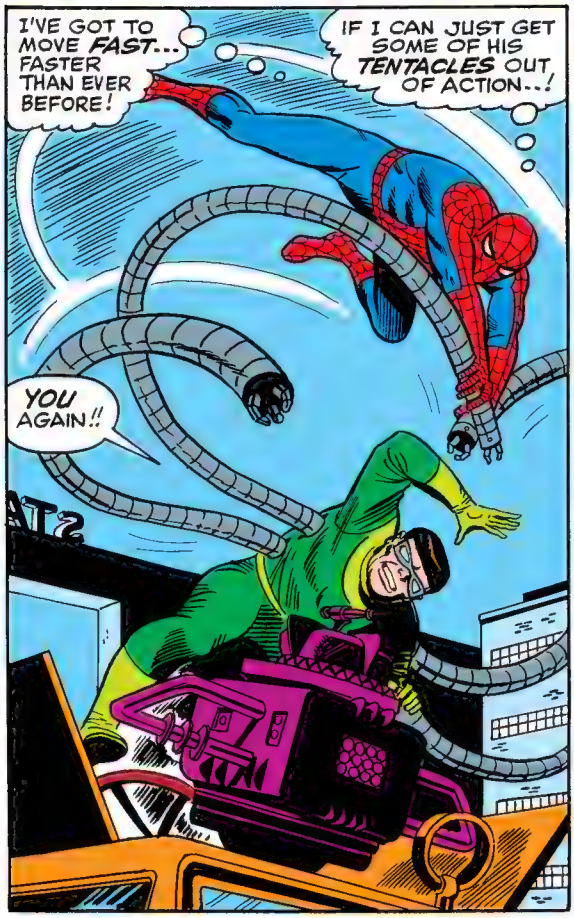
HE ALWAYS DOES THE LAST THING YOU'D EXPECT!
INSTEAD OF HIDING, HE'LL WANT TO FLAUNT HIS POWER!!
AND WHAT BETTER--MORE UNEXPECTED PLACE TO DO IT...
...THAN THE MOST IMPORTANT FACTORY IN THE EAST?!!


AND, EVEN AS SPIDEY HURTLES TOWARDS LONG ISLAND, A FORBIDDING TRUCK RUMBLES THE WORLD-FAMOUS FACTORY SITE OF STARK INDUSTRIES...
BUT WHAT IF IRON MAN IS ON DUTY NOW??
YOU FOOL!! WITH THIS NULLIFIER IN MY POSSESSION, NO POWER ON EARTH CAN THWART MY PLANS!
STARK INDUSTRIES
AND THAT IS JUST WHAT I INTEND TO PROVE BY THIS UNEXPECTED LITTLE VISIT!

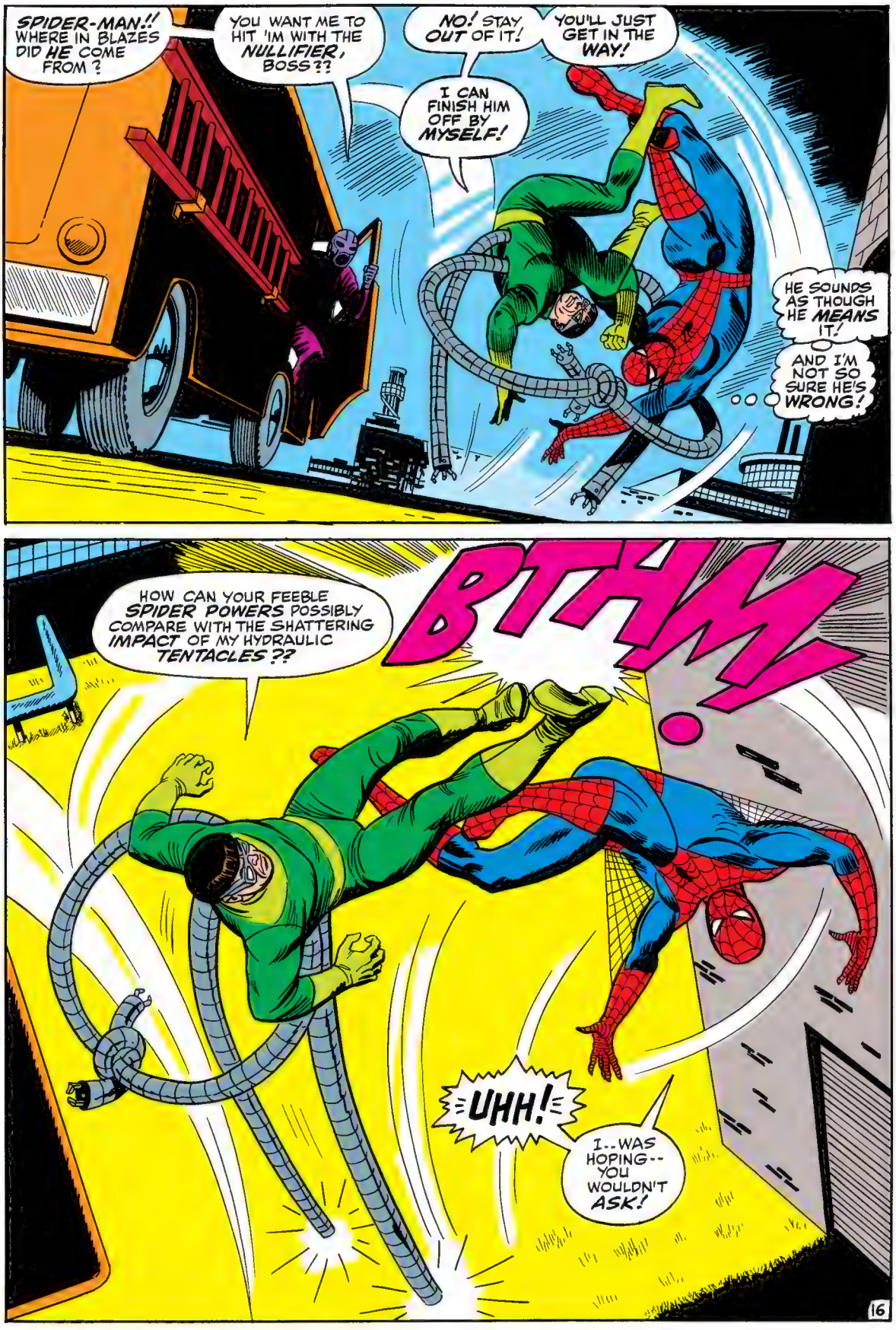
BY SIMPLY MAKING A FEW MINOR ADJUSTMENTS...
I CAN TURN THIS INTO A HAND-HELD TACTICAL WEAPON OF MY OWN!
YOU MEAN YOU CAN HOLD IT... AND USE IT LIKE A GUN?
CLICK!
CLACK!
OPEN THE HYDRAULIC ROOF-LIFT, AND YOU'LL SEE!
SAY! WHAT IN BLAZES IS GOIN' ON THERE?
BETTER CHECK IT OUT, MURRAY, WHILE I CALL THE SECURITY OFFICE!
THAT'S NOT ONE OF OUR REGULAR SERVICE TRUCKS!
ALL RIGHT! RELEASE THE ROOF-LIFT! THIS IS HIGH ENOUGH!
AHH! ONE OF THE GUARDS HEADING THIS WAY... WHILE ANOTHER IS ON THE PHONE!
WELL, I'LL JUST LET MY LITTLE NULLIFIER TAKE CARE OF THAT!
BY MERELY DIRECTING A SILENT BEAM AT THEM --- OF THE WEAKEST INTENSITY...
I CAN PREVENT ANY AND ALL MECHANICAL DEVICES FROM OPERATING!
IT WILL BE AS EFFECTIVE AGAINST PISTOLS AND TELEPHONES AS AGAINST THE MOST SOPHISTICATED LONG-RANGE MISSILE!
A PITY THERE'S NO SIGN OF IRON MAN! EVEN HE MUST REALIZE HOW HELPLESS HE'D BE AT A TIME LIKE THIS!*
STARK IND.
*IT'S AN EVEN GREATER PITY, AS ALL RABID READERS OF THE CURRENT SUSPENSE #96 MUST KNOW, THAT THE GREAT GOLDEN GLADIATOR NOW LIES MORTALLY WOUNDED, IN ANOTHER SECTION OF THE SPRAWLING FACTORY... AFTER HIS TITANIC BATTLE WITH THE GREY GARGOYLE!
BUT NOW, BACK TO OUR OWN FRANTIC FUN AND GAMES...

THE PHONE'S GONE DEAD!!
DON'T TAKE ANY CHANCES, PAL!! FIRE!!
I CAN'T!! MY GUN'S JAMMED OR SOMETHIN'!
THAT'S DOC OCK UP THERE!
SAY! FIRST THE PHONE... NOW MY PISTOL...
MAYBE THAT NUTTY RAY OF HIS HAS SOMETHIN' TO DO WITH IT?!!
HAH! IT'S WORKING PERFECTLY!!
NOW, BY EFFORTLESSLY INCREASING THE POWER, I CAN MAKE THE BEAM COVER A WIDER RANGE!
WITHIN MINUTES, I'LL IMMOBILIZE EVERY MACHINE WITHIN THE ENTIRE FACTORY!! I'LL BRING EVERYTHING TO A COMPLETE STANDSTILL!
KEEP DRIVING! NO ONE CAN STOP US!
I'M SUPREME! SUPREME!!
MY TENTACLES GIVE ME THE STRENGTH TO DEFEAT ANY LIVING BEING...
WHILE MY CAPTIVE NULLIFIER MAKES ME SAFE FROM ANY WEAPON ON EARTH!
NOW AT LAST... BEYOND ANY SHADOW OF DOUBT...
THE WORLD IS MINE!!

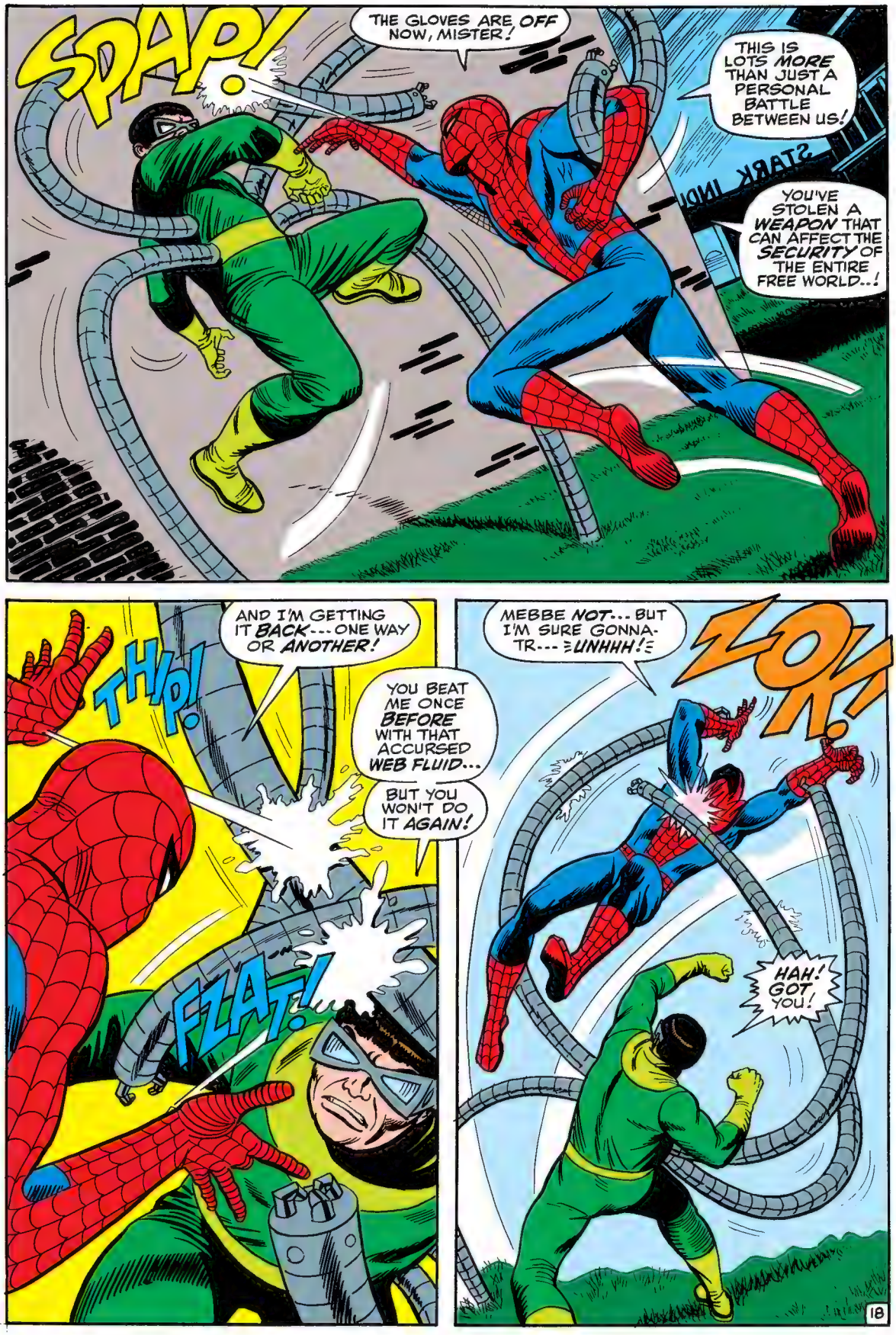

BUT, WHILE DOC OCK MANIACALLY GLOATS OVER HIS AWESOME DISPLAY OF MATCHLESS POWER, A DOGGEDLY DETERMINED WEB-SWINGER SUDDENLY HURTLES ONTO THE SCENE ---
I WAS RIGHT! ---THERE HE IS!
AND HE'S TRAPPED EVERY-ONE INSIDE BY JAMMING THE ELECTRIC DOORS SO THEY CAN'T OPEN!
LOOKS LIKE HE'S IMMOBILIZED THE ENTIRE FACTORY WITH THE STOLEN NULLIFIER!
STARK INDUSTRIES


I'VE GOT TO MOVE FAST... FASTER THAN EVER BEFORE!
IF I CAN JUST GET SOME OF HIS TENTACLES OUT OF ACTION..!
YOU AGAIN!!

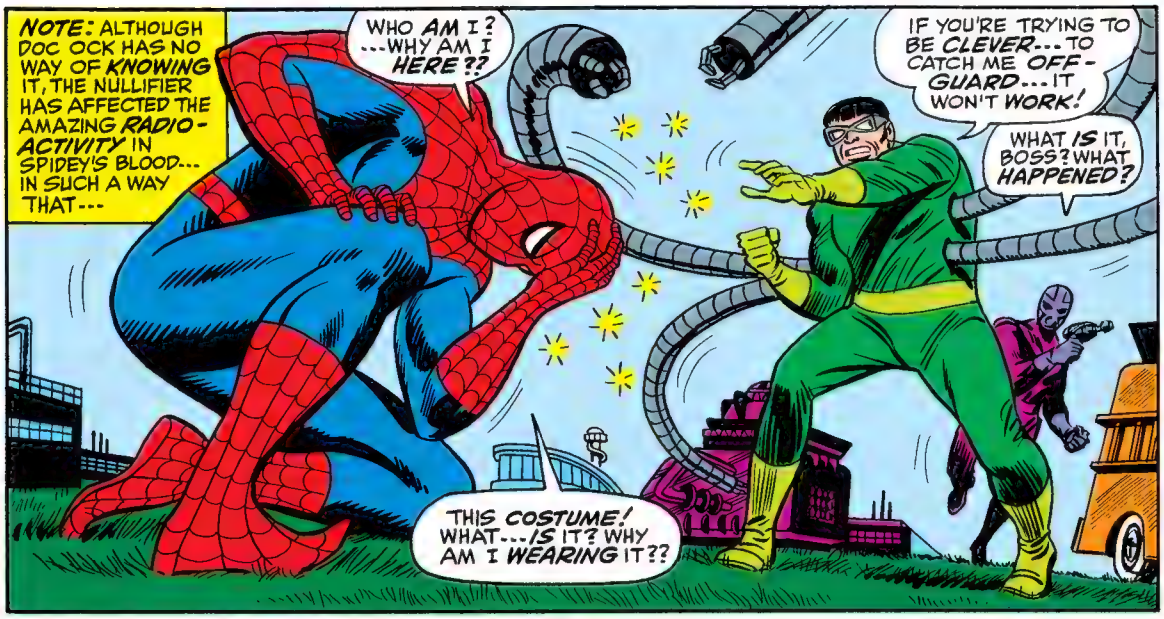
WELL, AT LEAST I TIED TWO OF HIS ARMS INTO A KNOT!
YOU FOOL!
YOU'VE SAVED ME THE TROUBLE OF HAVING TO FIND YOU!


SPIDER-MAN!! WHERE IN BLAZES DID HE COME FROM?
YOU WANT ME TO HIT 'IM WITH THE NULLIFIER, BOSS??
NO! STAY OUT OF IT!
YOU'LL JUST GET IN THE WAY!
I CAN FINISH HIM OFF BY MYSELF!
HE SOUNDS AS THOUGH HE MEANS IT!
AND I'M NOT SO SURE HE'S WRONG!
BTHM!
HOW CAN YOUR FEEBLE SPIDER POWERS POSSIBLY COMPARE WITH THE SHATTERING IMPACT OF MY HYDRAULIC TENTACLES??
UHH!
I--WAS HOPING-- YOU WOULDN'T ASK!
16

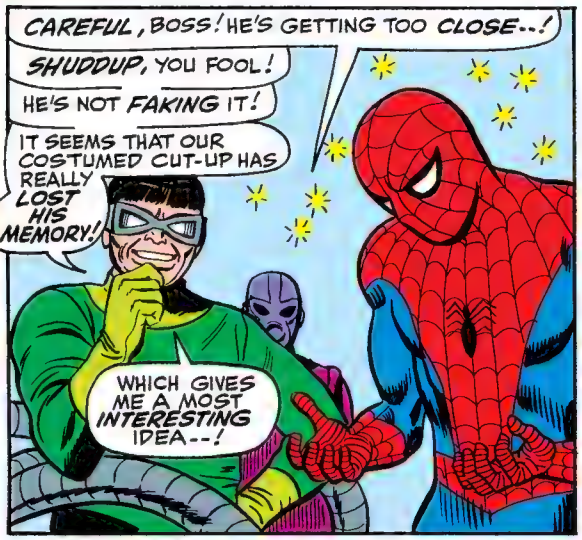
AND NOW---YOU'LL FACE THE FURY OF ALL MY TENTACLES ONCE AGAIN!
FTHAP!
HE SNAPPED HIS METAL ARMS FREE ONCE MORE!
NOW I'M REALLY IN FOR IT!
HE'S--TRYING TO... PIN ME---TO THE GROUND!
THOK!
ZOP!
AHH! YOU'VE UPROOTED ME, HAVE YOU?
A CLEVER MANEUVER!
WHAT A PITY THAT IT WILL DO YOU NO GOOD!
ADMIT IT, BIG MAN! YOU'RE JUST SPOUTING OFF TO COVER UP YOUR PANIC!
MAYBE I CAN GOAD HIM INTO LOSING HIS TEMPER!
WHAT?!! YOU THINK I'M WORRIED ABOUT LOSING TO YOU?!!
I'VE JUST BEEN TOYING WITH YOU... AS YOU CAN SEE!
NO USE! HE'S TOO CLEVER TO LET ME STEAM HIM UP!

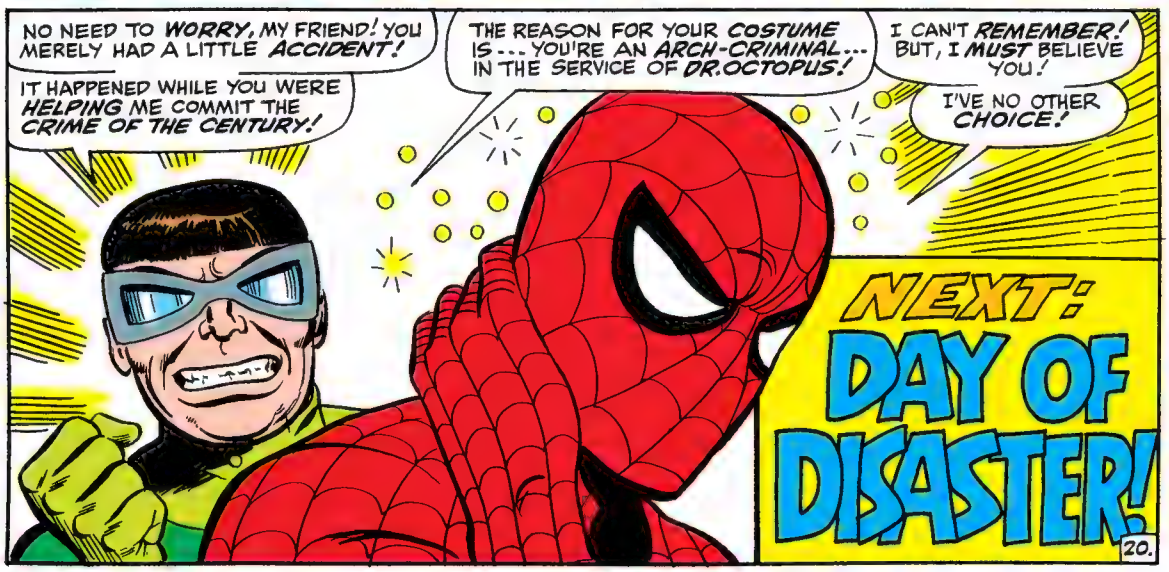

SPAP!
THE GLOVES ARE OFF NOW, MISTER!
THIS IS LOTS MORE THAN JUST A PERSONAL BATTLE BETWEEN US!
YOU'VE STOLEN A WEAPON THAT CAN AFFECT THE SECURITY OF THE ENTIRE FREE WORLD..!
AND I'M GETTING IT BACK--- ONE WAY OR ANOTHER!
THIP!
YOU BEAT ME ONCE BEFORE WITH THAT ACCURSED WEB FLUID...
BUT YOU WON'T DO IT AGAIN!
FZAT!
MEBBE NOT... BUT I'M SURE GONNA- TR--- ≥UNHHH!≤
ZOK!
HAH! GOT YOU!
18

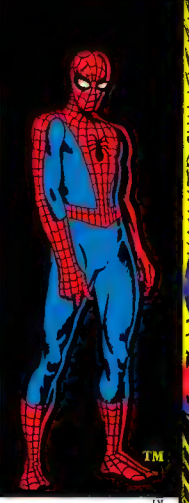
EVEN WHILE FALLING HE MANAGED TO SEIZE TWO OF MY METAL ARMS!
HE'S STILL TOO POWERFUL FOR ME TO TAKE CHANCES WITH!
I'VE GOT TO GET HOLD OF THE NULLIFIER!
THUD!
HE'S... GONNA USE IT... AGAINST ME!!
I DON'T KNOW WHAT EFFECT THIS WILL HAVE AGAINST YOU, SPIDER-MAN...
BUT WON'T IT BE INTERESTING... TO FIND OUT?!!
IF NOTHING ELSE, THERE'S ALWAYS THE CHANCE THAT IT'LL IMMOBILIZE YOUR OVERRATED WEB-SHOOTER!
MY HEAD!! ...LIKE A THOUSAND NEEDLES... JABBING AT MY BRAIN!
BUT... IT SEEMS TO BE HAVING...A MUCH GREATER EFFECT!
THIS IS FAR BETTER... THAN I HOPED!
I'LL TURN IT HIGHER... HIGHER..!!
BEFORE MY EYES... HE'S COLLAPSING! ...I'VE WON!
HE'S HELPLESS... ALMOST UNCONSCIOUS!
IT TOOK THE NULLIFIER TO DO WHAT I ALONE COULD NEVER DO!
BUT WHY?? WHY DID IT AFFECT HIM MORE THAN ANYONE ELSE??
IT MUST HAVE SOMETHING TO DO WITH HIS OWN SUPER-POWER! IT REACTED LIKE.. WAIT!
HE'S STARTING TO RECOVER!


NOTE: ALTHOUGH DOC OCK HAS NO WAY OF KNOWING IT, THE NULLIFIER HAS AFFECTED THE AMAZING RADIO-ACTIVITY IN SPIDEY'S BLOOD--- IN SUCH A WAY THAT---
WHO AM I? ---WHY AM I HERE??
IF YOU'RE TRYING TO BE CLEVER--- TO CATCH ME OFF-GUARD--- IT WON'T WORK!
WHAT IS IT, BOSS? WHAT HAPPENED?
THIS COSTUME! WHAT---IS IT? WHY AM I WEARING IT??

YOU! WITH THOSE MECHANICAL ARMS--- YOU SEEM TO KNOW ME!
TELL ME--- YOU MUST TELL ME! WHO AM I? WHY--- CAN'T I--- REMEMBER??


CAREFUL, BOSS! HE'S GETTING TOO CLOSE--!
SHUDDUP, YOU FOOL!
HE'S NOT FAKING IT!
IT SEEMS THAT OUR COSTUMED CUT-UP HAS REALLY LOST HIS MEMORY!
WHICH GIVES ME A MOST INTERESTING IDEA--!


NO NEED TO WORRY, MY FRIEND! YOU MERELY HAD A LITTLE ACCIDENT!
IT HAPPENED WHILE YOU WERE HELPING ME COMMIT THE CRIME OF THE CENTURY!
THE REASON FOR YOUR COSTUME IS--- YOU'RE AN ARCH-CRIMINAL--- IN THE SERVICE OF DR. OCTOPUS!
I CAN'T REMEMBER! BUT, I MUST BELIEVE YOU!
I'VE NO OTHER CHOICE!
NEXT: DAY OF DISASTER!



the AMAZING SPIDER-MAN

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DAILY BUGLE

SATURDAY, OCT. 12, 1967

VOL. 9

10 CENTS

SPIDEY JOINS DOC OCK!

SUPER-HERO TURNS BAD!

By J. JONAH JAMESON

IS THIS THE WRAP-UP---OR SPIDEY'S FINAL DISASTER!

THE AMAZING SPIDER-MAN!™
"DISASTER!"
FASTER, YOU FOOL! THE POLICE WILL BE AFTER US IN SECONDS!
GUESS WHO JUST LOST HIS MEMORY? AND GUESS WHO'S BEEN CONNED INTO BELIEVING DOC OCK IS HIS PARTNER IN CRIME? SPIDEY, THAT'S WHO!
'NUFF SAID!
WITH SPIDER-MAN'S HELP, NO ONE CAN STOP US NOW!
PRODUCED BY:
SMILIN' STAN LEE and JAZZY JOHN ROMITA
INKED BY: MICKEY DEMEO
LETTERED BY: SAM ROSEN
IGNORED BY: THOSE OF LITTLE FAITH!

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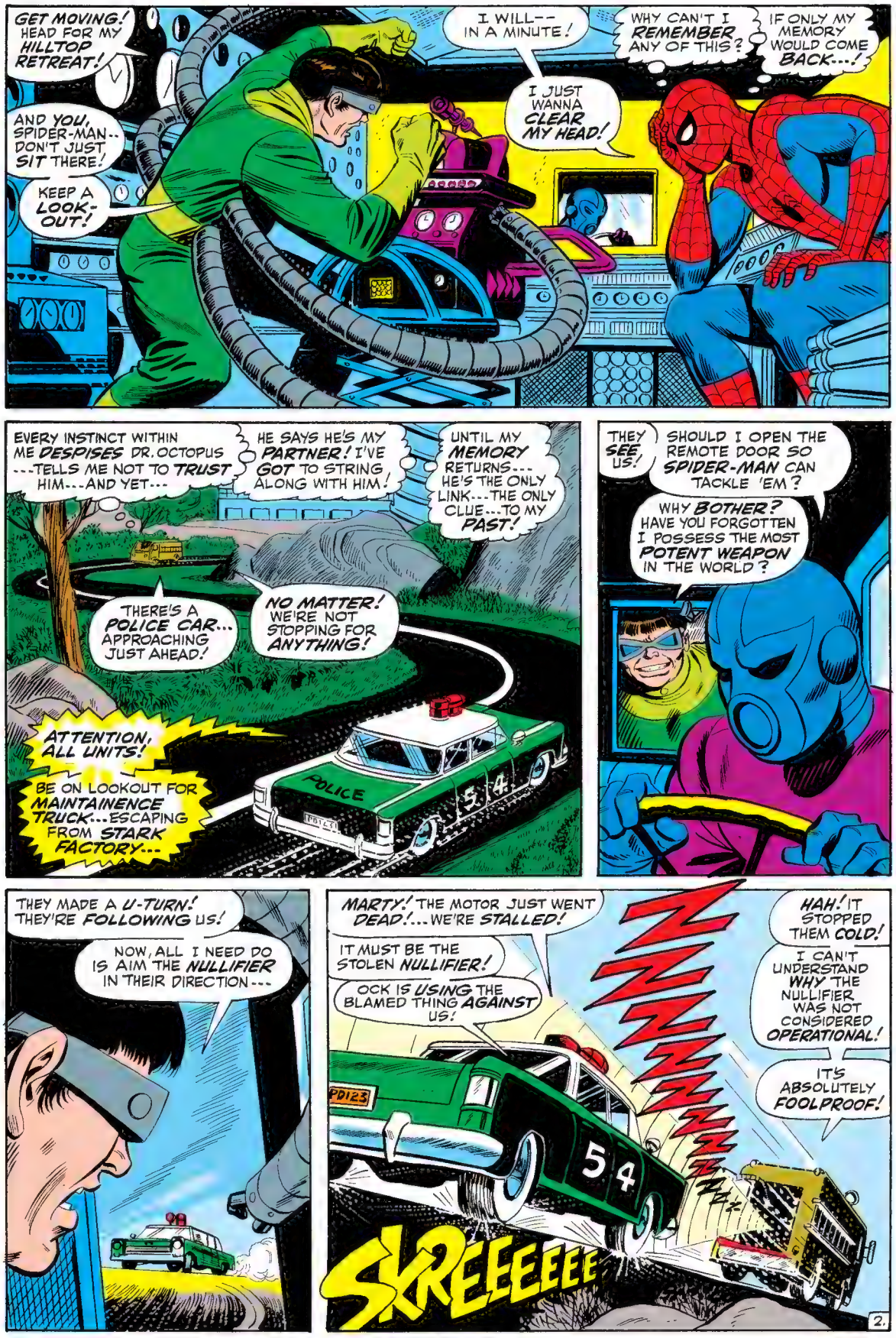
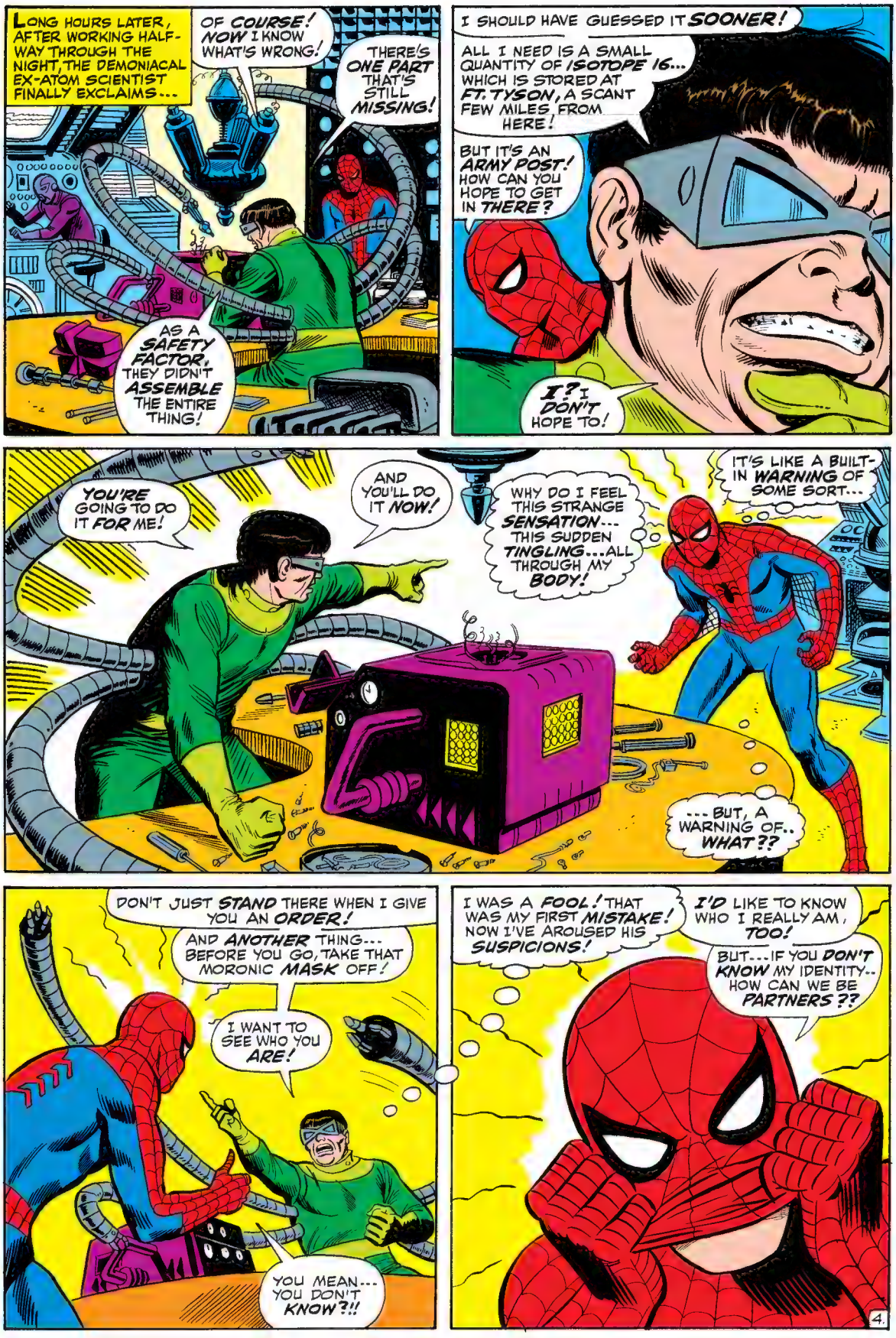
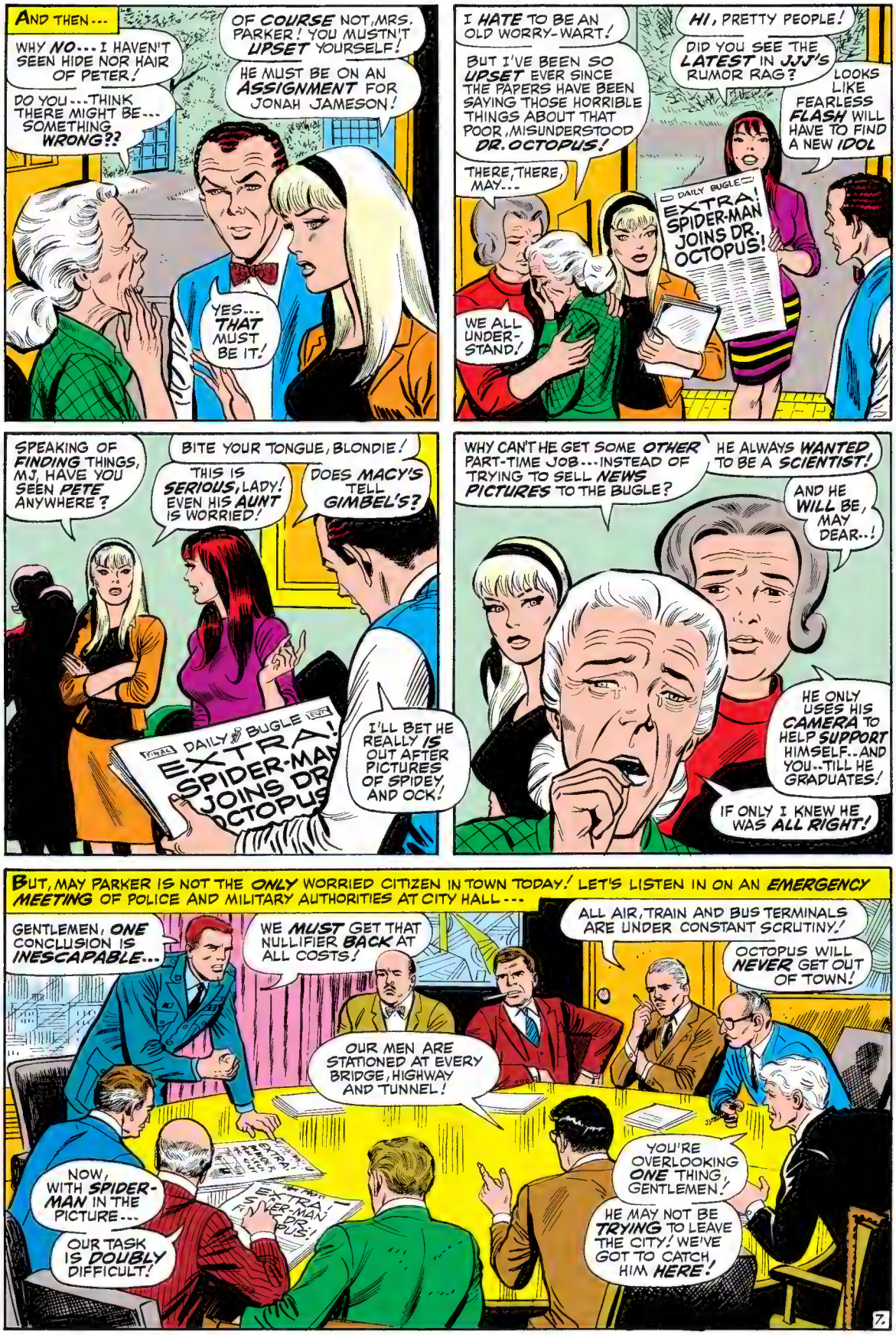

GET MOVING! HEAD FOR MY HILLTOP RETREAT!
AND YOU, SPIDER-MAN-- DON'T JUST SIT THERE!
KEEP A LOOK-OUT!
I WILL-- IN A MINUTE!
I JUST WANNA CLEAR MY HEAD!
WHY CAN'T I REMEMBER ANY OF THIS?
IF ONLY MY MEMORY WOULD COME BACK...!
EVERY INSTINCT WITHIN ME DESPISES DR. OCTOPUS ---TELLS ME NOT TO TRUST HIM---AND YET---
HE SAYS HE'S MY PARTNER! I'VE GOT TO STRING ALONG WITH HIM!
UNTIL MY MEMORY RETURNS--- HE'S THE ONLY LINK---THE ONLY CLUE---TO MY PAST!
THERE'S A POLICE CAR... APPROACHING JUST AHEAD!
NO MATTER! WE'RE NOT STOPPING FOR ANYTHING!
ATTENTION, ALL UNITS!
BE ON LOOKOUT FOR MAINTAINENCE TRUCK...ESCAPING FROM STARK FACTORY...
POLICE
54
THEY SEE US!
SHOULD I OPEN THE REMOTE DOOR SO SPIDER-MAN CAN TACKLE 'EM?
WHY BOTHER? HAVE YOU FORGOTTEN I POSSESS THE MOST POTENT WEAPON IN THE WORLD?
THEY MADE A U-TURN! THEY'RE FOLLOWING US!
NOW, ALL I NEED DO IS AIM THE NULLIFIER IN THEIR DIRECTION---
MARTY! THE MOTOR JUST WENT DEAD!... WE'RE STALLED!
IT MUST BE THE STOLEN NULLIFIER!
OCK IS USING THE BLAMED THING AGAINST US!
HAH! IT STOPPED THEM COLD!
I CAN'T UNDERSTAND WHY THE NULLIFIER WAS NOT CONSIDERED OPERATIONAL!
IT'S ABSOLUTELY FOOLPROOF!
ZZZ

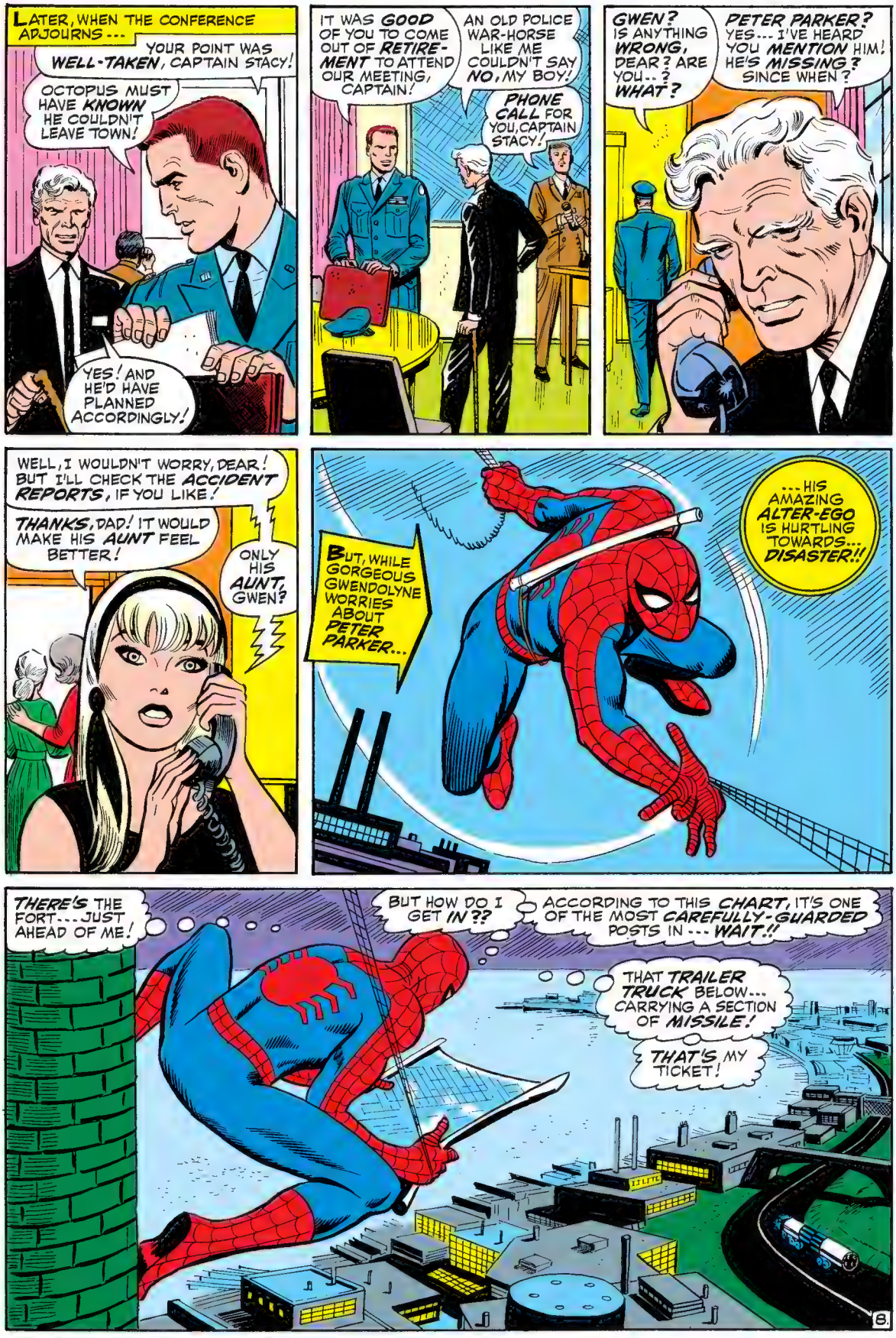
BUT THEN---SUDDENLY---
LOOK OUT!
IT'S BEGINNING TO STEAM!
IT'S THE ISOTOPICAL ELEMENT--- IT'S STARTING TO OVERHEAT!
THAT MUST BE THE REASON IT WAS BROUGHT TO STARK'S FACTORY---TO UNDERGO FINAL REPAIRS!
BUT, NO MATTER! WHATEVER TONY STARK CAN DO--- DR. OCTOPUS CAN DO FAR BETTER!
WITH LUCK, I'LL HAVE IT FIXED BEFORE WE REACH OUR DESTINATION!
IT WON'T TAKE ME LONG TO ANALYZE THE FORMULA BEHIND THESE PRINTED CIRCUITS!
IT'S UNCANNY! THE MAN WHO DESIGNED THIS MUST BE AN ELECTRONICS GENIUS!
OUT OF MY WAY, YOU COSTUMED FOOL!
HOW WOULD YOU KNOW ABOUT ANY-THING SO HIGHLY TECHNICAL?
I'VE BEEN WONDERING THE SAME THING!
CAN IT BE THAT I'M SOME SORT OF SCIENTIST?
BUT, IF SO...WHY THE MASK...WHY THE SECRET IDENTITY?
NO! I'VE GOT TO ACCEPT ONE FACT... I MUST BE A CRIMINAL! ...I MUST BE THE PARTNER OF DR. OCTOPUS!
BUT...IF ONLY I COULD REMEMBER...WHAT MY REAL NAME IS! I MUST HAVE SOME PRIVATE LIFE!
THE TRUCK IS SLOWING DOWN! THIS MUST BE THE HIDEOUT OF DR. OCTOPUS!
THAT'S STRANGE... WHY DON'T I THINK OF IT AS OUR HIDEOUT?
HERE WE ARE, BOSS!
WE MADE IT... JUST LIKE YOU SAID!
3.

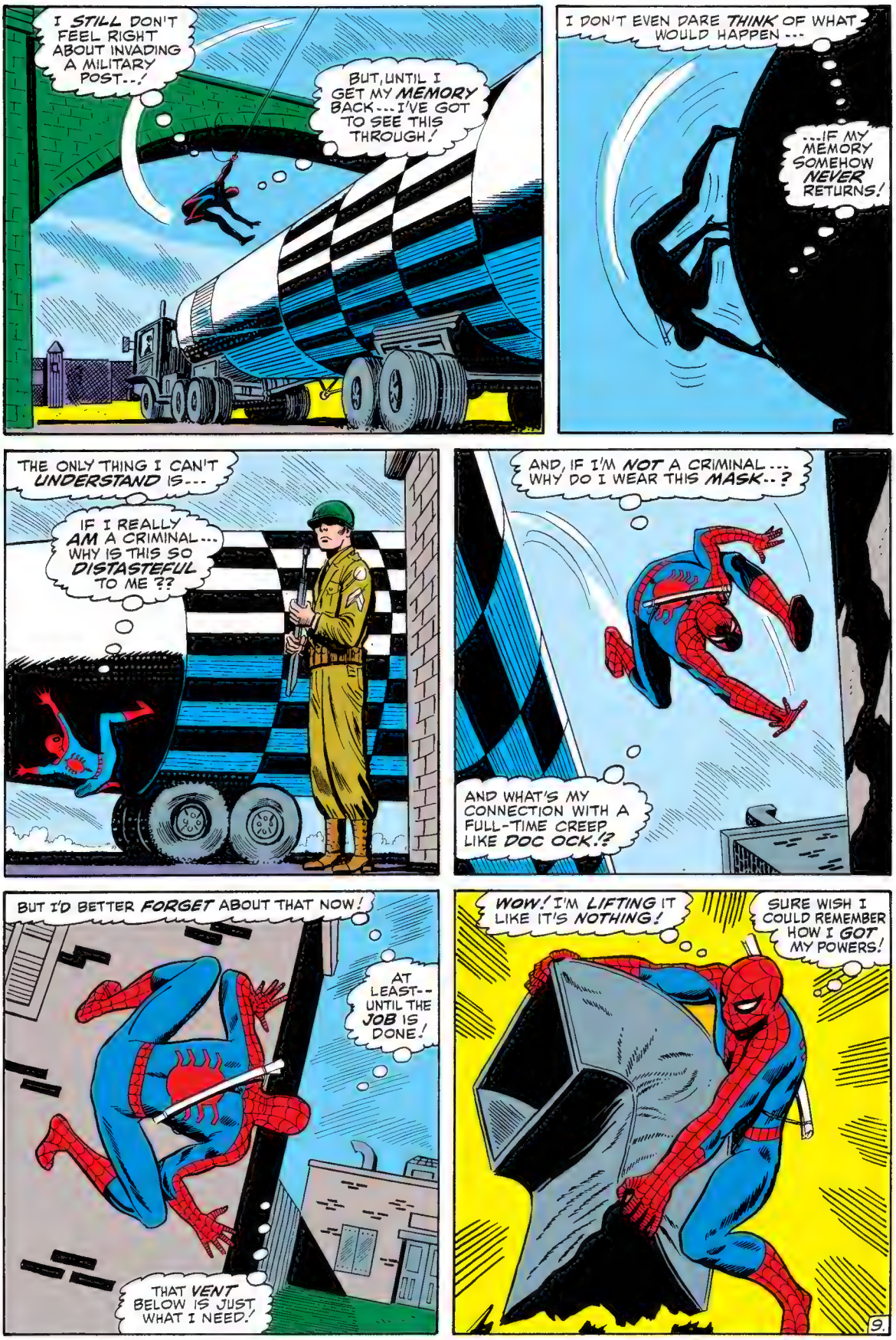

LONG HOURS LATER, AFTER WORKING HALF-WAY THROUGH THE NIGHT, THE DEMONIACAL EX-ATOM SCIENTIST FINALLY EXCLAIMS...
OF COURSE! NOW I KNOW WHAT'S WRONG!
THERE'S ONE PART THAT'S STILL MISSING!
AS A SAFETY FACTOR, THEY DIDN'T ASSEMBLE THE ENTIRE THING!
I SHOULD HAVE GUESSED IT SOONER!
ALL I NEED IS A SMALL QUANTITY OF ISOTOPE 16... WHICH IS STORED AT FT. TYSON, A SCANT FEW MILES FROM HERE!
BUT IT'S AN ARMY POST! HOW CAN YOU HOPE TO GET IN THERE?
I? I DON'T HOPE TO!
YOU'RE GOING TO DO IT FOR ME!
AND YOU'LL DO IT NOW!
WHY DO I FEEL THIS STRANGE SENSATION--- THIS SUDDEN TINGLING...ALL THROUGH MY BODY!
IT'S LIKE A BUILT-IN WARNING OF SOME SORT...
--- BUT, A WARNING OF.. WHAT??
DON'T JUST STAND THERE WHEN I GIVE YOU AN ORDER!
AND ANOTHER THING--- BEFORE YOU GO, TAKE THAT MORONIC MASK OFF!
I WANT TO SEE WHO YOU ARE!
YOU MEAN... YOU DON'T KNOW?!!
I WAS A FOOL! THAT WAS MY FIRST MISTAKE! NOW I'VE AROUSED HIS SUSPICIONS!
I'D LIKE TO KNOW WHO I REALLY AM, TOO!
BUT---IF YOU DON'T KNOW MY IDENTITY-- HOW CAN WE BE PARTNERS??

I'VE GOT TO CHANGE THE SUBJECT... TAKE HIS MIND OFF WHAT'S JUST BEEN SAID!
THE EASIEST WAY IS TO PICK A FIGHT!
PARTNERS?? I'M MORE THAN YOUR PARTNER! I'M YOUR BOSS! I GIVE THE ORDERS HERE!
AND I'LL SHOW YOU WHAT HAPPENS TO THOSE WHO DARE DEFY ME!
THIS FEELING... THIS WARNING... IT'S STRONGER THAN EVER..!
EVEN THOUGH I CAN'T REMEMBER... EVEN THOUGH I DON'T REALLY KNOW YOU...
EVERY INSTINCT WITHIN ME WANTS TO SMASH OUT... TO STRIKE... TO DESTROY YOU..!
I THOUGHT... WITHOUT HIS MEMORY... HE'D BE EASY TO CONTROL! BUT... I WAS WRONG!
HE SOMEHOW SENSES I'M HIS ENEMY... ALTHOUGH HE CAN'T BE CERTAIN!*
IT'S THAT UNCERTAINTY THAT MAKES HIM HESITATE... THAT GIVES ME THE ADVANTAGE IN A FIGHT!
*WE KNOW IT'S REALLY OUR HERO'S SPIDER-SENSE IN ACTION.. BUT WHY SHOULD WE TELL OCK? ...SNEAKY STAN.
BUT THERE'S NO POINT IN FINISHING HIM OFF NOW...
NOT WHEN THERE STILL ARE RISKS HE CAN TAKE FOR ME!
WHY SHOULD I CARE WHETHER HE REMOVES HIS MASK OR NOT?
HIS TRUE IDENTITY DOESN'T MEAN A THING TO ME!
MAYBE I CAN'T REMEMBER THE PAST...
BUT ONE THING I DO KNOW... NOBODY CAN PUSH ME AROUND LIKE THAT--
NOBODY!
5.

ENOUGH!
HOLD IT, YOU FOOL!!
HERE'S WHERE I FIND OUT HOW GOOD A FIGHTER SPIDER-MAN REALLY IS..!
THERE'S NOTHING TO BE GAINED!
I WAS JUST... EH... TESTING YOU...!
I WANTED TO BE SURE YOU WEREN'T TRYING TO BETRAY ME... TO BE SURE YOU REALLY HAD LOST YOUR MEMORY!
HAH! THAT DID IT!
ALL IT NEEDED WAS AN APPEAL TO HIS STUPID, MISPLACED SENSE OF LOYALTY!
I... CAN'T BE SURE... YOU'RE NOT RIGHT!
SO... UNTIL I AM...
I'LL HAVE TO GO ALONG WITH YOU!
GOOD! GOOD!
NOW PAY STRICT ATTENTION!
I'LL REFRESH YOUR MEMORY WITH THIS MAP... SHOWING THE ROUTE TO FORT TYSON!
THAT'S WHERE THE ISOTOPE 16 IS KEPT UNDER 24-HOUR GUARD!
IT SHOULDN'T BE HARD FOR YOU TO LOCATE...
AN ELEMENT LIKE THAT IS CERTAIN TO BE STORED IN AN EASILY-RECOGNIZABLE PLATINUM CONTAINER!
AND NOW... YOU'RE ON YOUR OWN!
WHY DID I EVER TEAM UP WITH SOMEONE LIKE HIM??
...OR, CAN IT BE... THAT I'M JUST AS BAD??
A SHORT TIME LATER, IN ANOTHER SECTION OF TOWN, A WORRIED GWEN STACY DECIDES TO PAY A CALL--ACCOMPANIED BY PETER PARKER'S PUZZLED ROOMMATE, HARRY OSBORN...
NOBODY'S HEARD FROM PETER FOR DAYS!
PERHAPS HIS AUNT MAY KNOWS WHERE HE IS!
IF YOU ASK ME, HE GETS HIS KICKS BY ACTING LIKE A MYSTERY MAN!
HE WAS PROBABLY JEALOUS OF THE FUSS WE MADE OVER FLASH WHEN HE WAS HERE ON FURLOUGH!
6

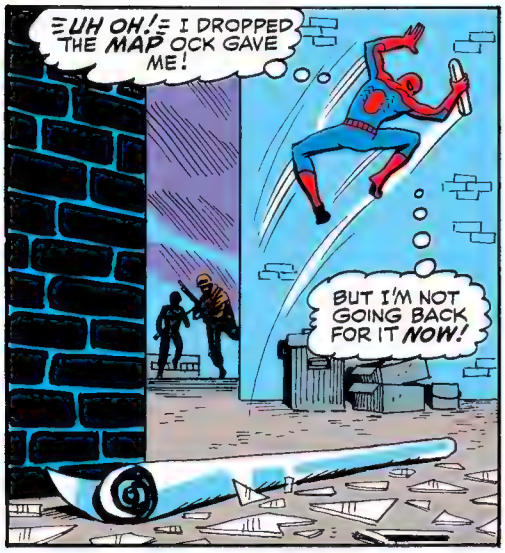

AND THEN...
WHY NO... I HAVEN'T SEEN HIDE NOR HAIR OF PETER!
DO YOU...THINK THERE MIGHT BE... SOMETHING WRONG??
OF COURSE NOT, MRS. PARKER! YOU MUSTN'T UPSET YOURSELF!
HE MUST BE ON AN ASSIGNMENT FOR JONAH JAMESON!
YES... THAT MUST BE IT.
I HATE TO BE AN OLD WORRY-WART!
BUT I'VE BEEN SO UPSET EVER SINCE THE PAPERS HAVE BEEN SAYING THOSE HORRIBLE THINGS ABOUT THAT POOR, MISUNDERSTOOD DR. OCTOPUS!
THERE, THERE, MAY...
WE ALL UNDER-STAND.
HI, PRETTY PEOPLE!
DID YOU SEE THE LATEST IN JJJ'S RUMOR RAG?
LOOKS LIKE FEARLESS FLASH WILL HAVE TO FIND A NEW IDOL
DAILY BUGLE
EXTRA! SPIDER-MAN JOINS DR. OCTOPUS!
SPEAKING OF FINDING THINGS, MJ, HAVE YOU SEEN PETE ANYWHERE?
BITE YOUR TONGUE, BLONDIE!
THIS IS SERIOUS, LADY! EVEN HIS AUNT IS WORRIED!
DOES MACY'S TELL GIMBEL'S?
DAILY BUGLE
EXTRA!
I'LL BET HE REALLY IS OUT AFTER PICTURES OF SPIDEY AND OCK!
WHY CAN'T HE GET SOME OTHER PART-TIME JOB... INSTEAD OF TRYING TO SELL NEWS PICTURES TO THE BUGLE?
HE ALWAYS WANTED TO BE A SCIENTIST!
AND HE WILL BE, MAY DEAR..!
HE ONLY USES HIS CAMERA TO HELP SUPPORT HIMSELF..AND YOU..TILL HE GRADUATES!
IF ONLY I KNEW HE WAS ALL RIGHT!
BUT, MAY PARKER IS NOT THE ONLY WORRIED CITIZEN IN TOWN TODAY! LET'S LISTEN IN ON AN EMERGENCY MEETING OF POLICE AND MILITARY AUTHORITIES AT CITY HALL...
GENTLEMEN, ONE CONCLUSION IS INESCAPABLE...
WE MUST GET THAT NULLIFIER BACK AT ALL COSTS!
ALL AIR, TRAIN AND BUS TERMINALS ARE UNDER CONSTANT SCRUTINY!
OCTOPUS WILL NEVER GET OUT OF TOWN!
OUR MEN ARE STATIONED AT EVERY BRIDGE, HIGHWAY AND TUNNEL!
NOW, WITH SPIDER-MAN IN THE PICTURE...
OUR TASK IS DOUBLY DIFFICULT!
EXTRA!
YOU'RE OVERLOOKING ONE THING, GENTLEMEN!
HE MAY NOT BE TRYING TO LEAVE THE CITY! WE'VE GOT TO CATCH HIM HERE!
7.

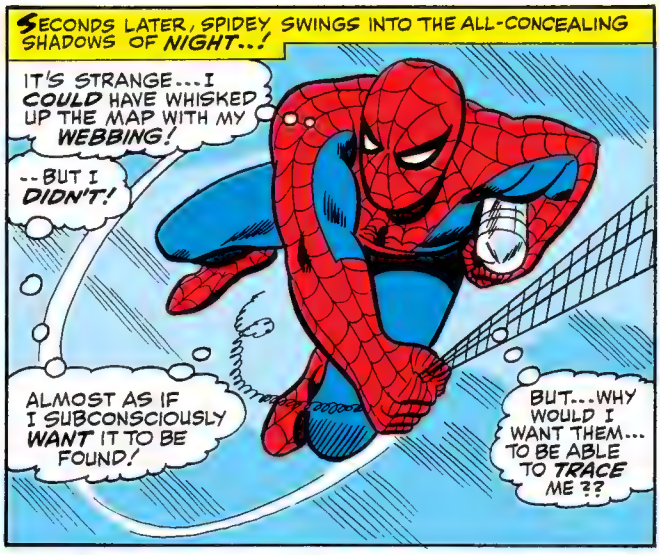

LATER, WHEN THE CONFERENCE ADJOURNS ---
YOUR POINT WAS WELL-TAKEN, CAPTAIN STACY!
OCTOPUS MUST HAVE KNOWN HE COULDN'T LEAVE TOWN!
YES! AND HE'D HAVE PLANNED ACCORDINGLY!
IT WAS GOOD OF YOU TO COME OUT OF RETIREMENT TO ATTEND OUR MEETING, CAPTAIN!
AN OLD POLICE WAR-HORSE LIKE ME COULDN'T SAY NO, MY BOY!
PHONE CALL FOR YOU, CAPTAIN STACY!
GWEN? IS ANYTHING WRONG, DEAR? ARE YOU..? WHAT?
PETER PARKER? YES... I'VE HEARD YOU MENTION HIM! HE'S MISSING? SINCE WHEN?
WELL, I WOULDN'T WORRY, DEAR! BUT I'LL CHECK THE ACCIDENT REPORTS, IF YOU LIKE!
THANKS, DAD! IT WOULD MAKE HIS AUNT FEEL BETTER!
ONLY HIS AUNT, GWEN?
BUT, WHILE GORGEOUS GWENDOLYNE WORRIES ABOUT PETER PARKER...
...HIS AMAZING ALTER-EGO IS HURTLING TOWARDS... DISASTER!!
THERE'S THE FORT... JUST AHEAD OF ME!
BUT HOW DO I GET IN??
ACCORDING TO THIS CHART, IT'S ONE OF THE MOST CAREFULLY-GUARDED POSTS IN --- WAIT.!!
THAT TRAILER TRUCK BELOW... CARRYING A SECTION OF MISSILE!
THAT'S MY TICKET!
8.

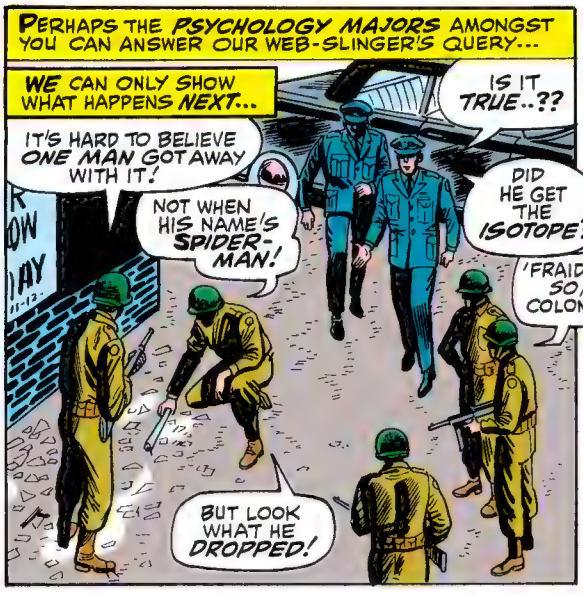

I STILL DON'T FEEL RIGHT ABOUT INVADING A MILITARY POST--!
BUT, UNTIL I GET MY MEMORY BACK--- I'VE GOT TO SEE THIS THROUGH!
I DON'T EVEN DARE THINK OF WHAT WOULD HAPPEN ---
---IF MY MEMORY SOMEHOW NEVER RETURNS!
THE ONLY THING I CAN'T UNDERSTAND IS---
IF I REALLY AM A CRIMINAL--- WHY IS THIS SO DISTASTEFUL TO ME ??
AND, IF I'M NOT A CRIMINAL--- WHY DO I WEAR THIS MASK--?
AND WHAT'S MY CONNECTION WITH A FULL-TIME CREEP LIKE DOC OCK!?
BUT I'D BETTER FORGET ABOUT THAT NOW!
AT LEAST-- UNTIL THE JOB IS DONE!
THAT VENT BELOW IS JUST WHAT I NEED!
WOW! I'M LIFTING IT LIKE IT'S NOTHING!
SURE WISH I COULD REMEMBER HOW I GOT MY POWERS!
9.

WELL, HERE GOES NOTHING!
I'LL JUST CRAWL THROUGH THE WHOLE SYSTEM, UNTIL...
THIS COULD BE WHAT I'M AFTER!
ANYTHING WITH SO MANY IRON BARS...
MUST BE GUARDING SOMETHING MIGHTY IMPORTANT!
THERE IT IS... INSIDE THAT CELL!
I COULDN'T MISS THAT PLATINUM CANNISTER!
THERE'S THAT SAME NUTTY TINGLING AGAIN!
IF ONLY I KNEW WHAT IT MEANT!!
POOR SPIDEY! IF NOT FOR HIS AMNESIA, HE'D KNOW IT MEANS TROUBLE!!..LIKE SO...
IT'S SPIDER-MAN!
HE'S BROKEN INTO THE ISOTOPE CHAMBER!!
HE'LL NEVER GET AWAY WITH IT!
HOLD IT, MISTER!!
DON'T MAKE A MOVE... OR WE FIRE!
GUARDS!! THEY'VE FOUND ME!!
HE MUST BE NUTS...TRYING A STUNT LIKE THAT!!

CAN'T LET THEM GET ME--NO MATTER WHAT!
I'VE GOTTA MOVE FAST--- DO THE UNEXPECTED!
HE'S NOT STOPPING!
HE'S MAKING A BREAK!
NAIL 'IM!
BUT, BEFORE THE STARTLED GUARDS CAN GET THE FAST-MOVING FUGITIVE IN THEIR SIGHTS, OUR HERO... MOVING BY SHEER REFLEX ACTION... DISARMS THEM IN A LIGHTNING-LIKE MANEUVER--!
SORRY, GENTS!
SINCE I'M NOT BULLETPROOF, TARGET PRACTICE MAKES ME NERVOUS..
...SPECIALLY WHEN I'M THE TARGET!
HELP!
GET US OUT OF HERE!!
THEY MUST HAVE CORNERED SPIDER-MAN!!
SOUNDS MORE LIKE HE CORNERED THEM!
LISTEN!! HELP'S COMING!!
WHERE'S..?
=WHUPPP!=
LOOK, OUT!
THUD!
NO TIME TO GO BACK THROUGH THE VENT..!
I'M HEADING FOR THE OPEN... BUT FAST!!
11.


EUH OH!E I DROPPED THE MAP OCK GAVE ME!
BUT I'M NOT GOING BACK FOR IT NOW!


SECONDS LATER, SPIDEY SWINGS INTO THE ALL-CONCEALING SHADOWS OF NIGHT..!
IT'S STRANGE...I COULD HAVE WHISKED UP THE MAP WITH MY WEBBING!
--BUT I DIDN'T!
ALMOST AS IF I SUBCONSCIOUSLY WANT IT TO BE FOUND!
BUT...WHY WOULD I WANT THEM... TO BE ABLE TO TRACE ME??


PERHAPS THE PSYCHOLOGY MAJORS AMONGST YOU CAN ANSWER OUR WEB-SLINGER'S QUERY...
WE CAN ONLY SHOW WHAT HAPPENS NEXT...
IS IT TRUE..??
IT'S HARD TO BELIEVE ONE MAN GOT AWAY WITH IT!
DID HE GET THE ISOTOPE?
NOT WHEN HIS NAME'S SPIDER-MAN!
'FRAID SO, COLONEL!
BUT LOOK WHAT HE DROPPED!

IT'S A MAP... SHOWING THE ROUTE HERE... FROM THE HEIGHTS SECTION AT THE CITY'S OUT-SKIRTS!
SPIDER-MAN'S CLEVER! IT COULD BE A RUSE... TO STALL US WITH A WILD-GOOSE CHASE!
STILL, IT'S OUR ONLY LEAD! LET ME SEE IT..!
HERE YOU ARE, SIR!

IF THIS IS GENUINE...IT PIN-POINTS THE AREA HE STARTED FROM...AND TO WHERE HE MAY BE RETURNING!
SERGEANT! I WANT A CHOPPER HERE WITHIN FIVE MINUTES...
...AND A SQUAD OF YOUR BEST MEN...ARMED TO THE TEETH!
WE'RE GONNA MOVE!!

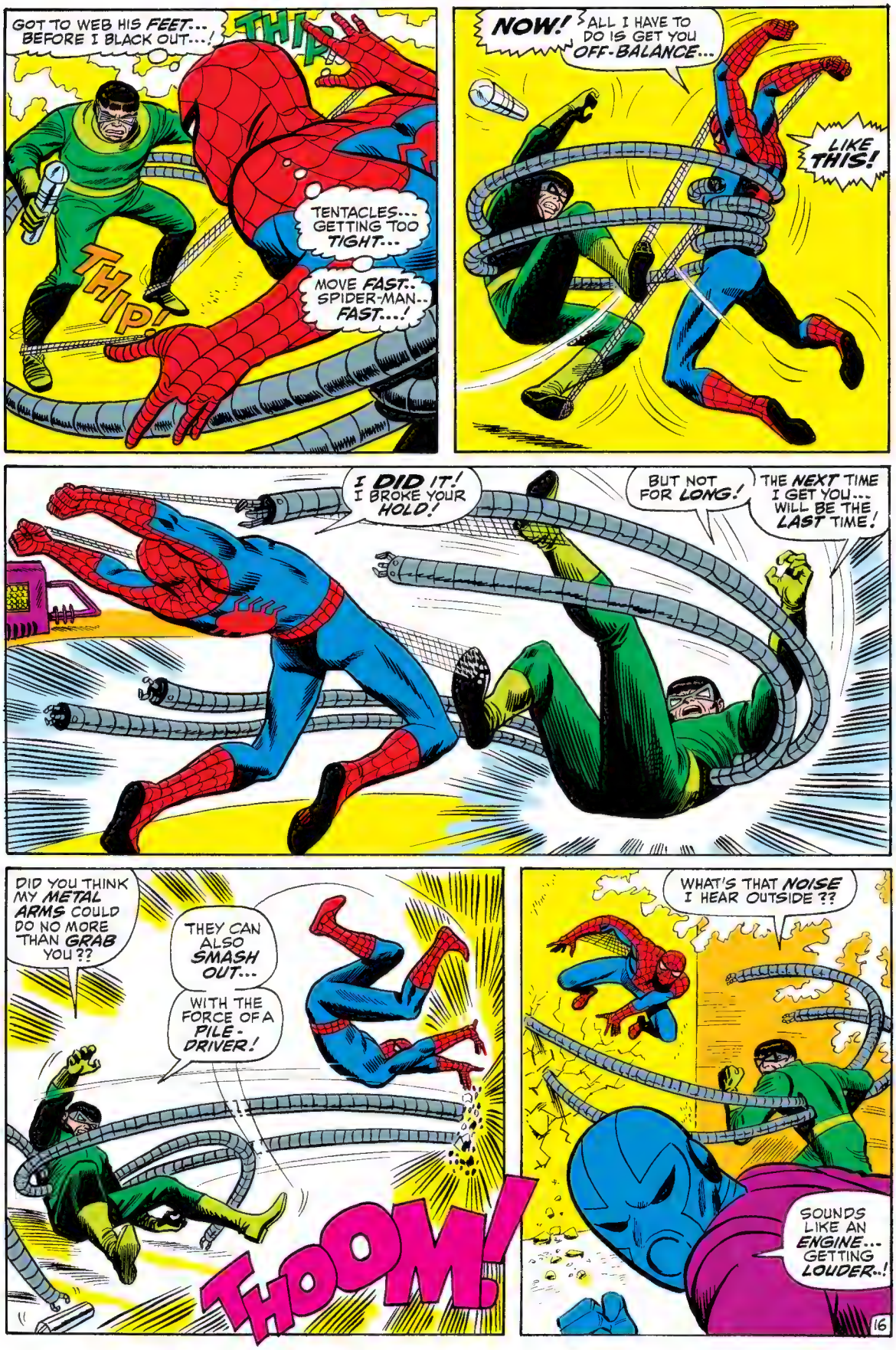
THEN, AS THE NEWLY-ARRIVED WHIRLEYBIRD PREPARES FOR LIFT-OFF ...!
REMEMBER...I WANT AN IRON CORDON THROWN AROUND THE ENTIRE AREA!!
WE'LL MAINTAIN 24-HOUR RADIO-CONTACT!
IF A GRASSHOPPER SLIPS THROUGH, EVERY MAN RESPONSIBLE WILL ANSWER TO ME!
GOOD HUNTING, SIR!

MEANWHILE, AT THE EXECUTIVE OFFICES OF THAT WORLD-FAMOUS CITADEL OF CULTURE, THE DAILY BUGLE...
MY OWN SON... IN CHARGE OF OPERATION NULLIFIER... AND NOT A PEEP OUT OF HIM!!
BE REASONABLE, CHIEF! YOU KNOW THE COLONEL CAN'T GIVE YOU ANY CLASSIFIED INFO!
REASONABLE?? I'M ALWAYS REASONABLE!
...BUT I WANT THAT BLANKETTY-BLANK STORY AND I WANT IT NOW!!
WHERE'S PARKER?? MAYBE HE KNOWS WHERE SPIDER-MAN IS!
NOBODY'S SEEN PETER FOR DAYS, MR. JAMESON!
WHY IS THAT FROSTY-FACED FINK NEVER HERE WHEN I NEED HIM??
AFTER ALL, SIR... HE'S ONLY A PART-TIME PHOTO-GRAPHER!
IT'S NOT AS IF YOU PAY HIM A SALARY!
SHE'S RIGHT, JJ!
SURE!! SURE!!
SHE'S RIGHT!! HE'S RIGHT!! THEY'RE RIGHT!! EVERYBODY'S RIGHT... EXCEPT J. JONAH JAMESON!!
AT LAST THE WORLD CAN SEE THAT SPIDER-MAN REALLY IS A CROOK...
AND I HAVEN'T ONE SINGLE PICTURE TO GLOAT OVER!
IT'S A COMMUNIST PLOT...
--TO DRIVE ME BATTY!

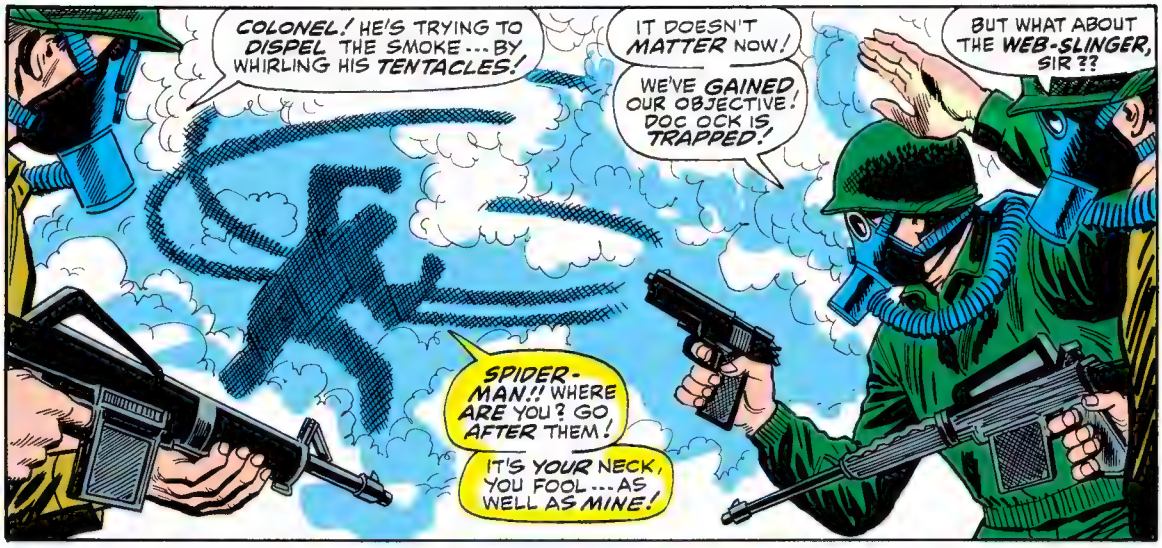
BUT, IF JOLLY JONAH THINKS THAT HE HAS TROUBLES, LET'S GET BACK TO SPIDEY ONCE MORE ---
I MADE IT!
BUT WHY DO I FEEL SO UNHAPPY... SO ASHAMED OF MYSELF!!
HERE HE IS!
I KNEW THE FOOL WOULD DO IT!
ONCE I HAVE THAT CANNISTER OF ISOTOPE 16, THE NULLIFIER WILL BE PERFECT... AND THE WORLD WILL BE MINE!
WHAT KIND OF CROOK AM I, ANYWAY?
BE CAREFUL, BOSS!
I STILL DON'T TRUST THAT WEB-SLINGIN' WEASEL!

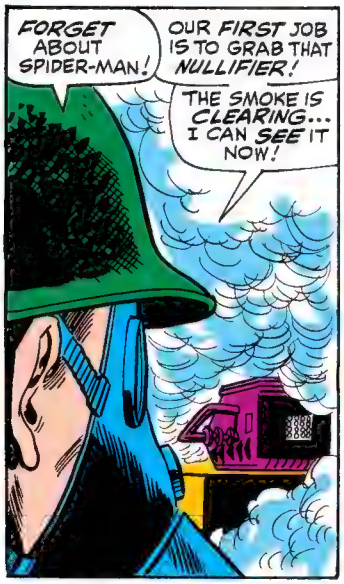
HERE! THIS IS WHAT YOU SENT ME FOR!
WONDERFUL! WONDERFUL!
YOU'RE THE BEST PARTNER I EVER WORKED WITH!
WHEN HE GLOATS LIKE THAT...IT MAKES MY HACKLES RISE!!
WHY DO I FEEL SO GUILTY ABOUT WHAT I'VE DONE?
WHY DOES MY EVERY INSTINCT WANT TO GRAB THAT CANNISTER FROM HIM...AND RETURN IT TO THE BASE??!
BOSS.. LOOK!!
THE MAP!! HE DIDN'T BRING BACK THE MAP!!
YOU FOOL!! IT PINPOINTS OUR LOCATION HERE!!
WHERE IS IT?? WHAT DID YOU DO WITH IT??
ANSWER ME, YOU UNTHINKING CLOD!
NOT TILL YOU GET YOUR PAW OUT OF MY FACE, MISTER!!
THOP!
THAT DOES IT!
THE GLOVES ARE OFF NOW!
YOU'VE SUDDENLY OUT-LIVED YOUR USEFULNESS TO ME!
14

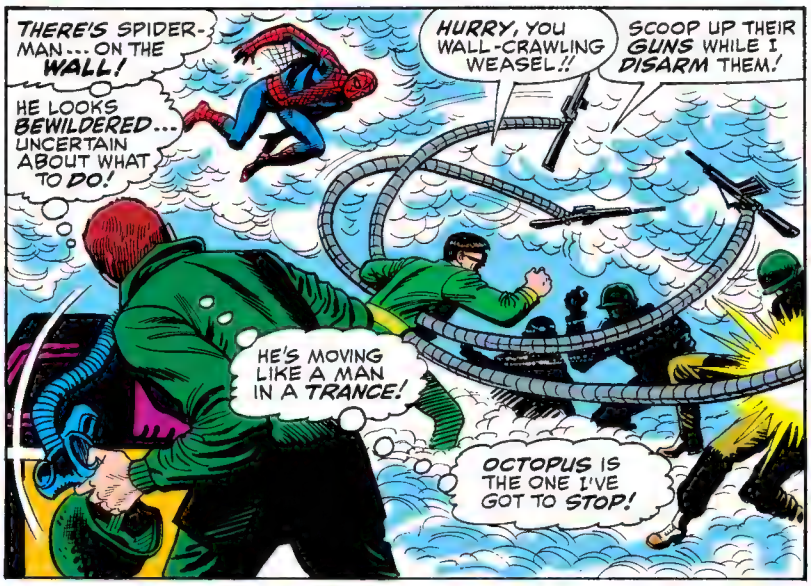
WITH ISOTOPE 16 IN MY POSSESSION--- I DON'T NEED YOU---
I DON'T NEED ANYONE!
SO---I'LL SHOW YOU HOW DR. OCTOPUS REWARDS A REBEL!
I MAY NOT KNOW WHO I AM--- OR HOW I GOT MIXED-UP WITH YOU---
BUT THERE'S ONE THING I'M PRETTY DARN SURE OF---
YOU WON'T CATCH ME TAKING ANY-THING LYING DOWN!
GOOD! GOOD! THE HARDER YOU FIGHT BACK, THE MORE I'LL ENJOY MY VICTORY!
=UNHHH!=
YOUR PUNY SPIDER POWERS CAN NEVER BE A MATCH FOR THE TENTACLES OF DR. OCTOPUS!


GOT TO WEB HIS FEET... BEFORE I BLACK OUT...!
THIP!
TENTACLES... GETTING TOO TIGHT...
MOVE FAST.. SPIDER-MAN.. FAST...!
THIP!
NOW!
ALL I HAVE TO DO IS GET YOU OFF-BALANCE...
LIKE THIS!
I DID IT! I BROKE YOUR HOLD!
BUT NOT FOR LONG!
THE NEXT TIME I GET YOU... WILL BE THE LAST TIME!
DID YOU THINK MY METAL ARMS COULD DO NO MORE THAN GRAB YOU??
THEY CAN ALSO SMASH OUT...
WITH THE FORCE OF A PILE-DRIVER!
THOOM!
WHAT'S THAT NOISE I HEAR OUTSIDE??
SOUNDS LIKE AN ENGINE... GETTING LOUDER..!

IT'S AN ARMY 'COPTER!
THE MAP HE DROPPED--- MUST HAVE LED THEM HERE!
QUICK---GET THE OTHERS---HEAD THEM OFF!
IT'S SPIDER-MAN'S FAULT!
AND, IN THE HOVERING SHIP---
WE'VE FOUND THEM!
TAKE 'ER DOWN!
THEN, BEFORE THE MULTI-ARMED MENACE'S FEW REMAINING MEN CAN HEAD FOR SAFETY---
TAKE ANOTHER STEP AND WE FIRE!
DON'T SHOOT! DON'T SHOOT!
WE'RE NOT TAKIN' LEAD FOR DOC OCK!
HE'S THE ONE YOU WANT!
KEEP 'EM UNDER WRAPS, CORPORAL!
THE REST OF YOU---SURROUND THE HOUSE! --MOVE!
MY OWN MEN--- THEY LET ME DOWN!
BUT I DON'T NEED THEM! --DON'T NEED ANYONE!
---NOT AS LONG AS I HAVE--- THE NULLIFIER!
BUT, EVEN AS THE GRASPING TENTACLES REACH OUT FOR THE STOLEN WEAPON---
SMOKE GRENADES!
COVERING THE WHOLE ROOM! I--I CAN'T SEE--!
THE NULLIFIER! IT WAS RIGHT AHEAD OF ME---I'VE GOT TO REACH IT!

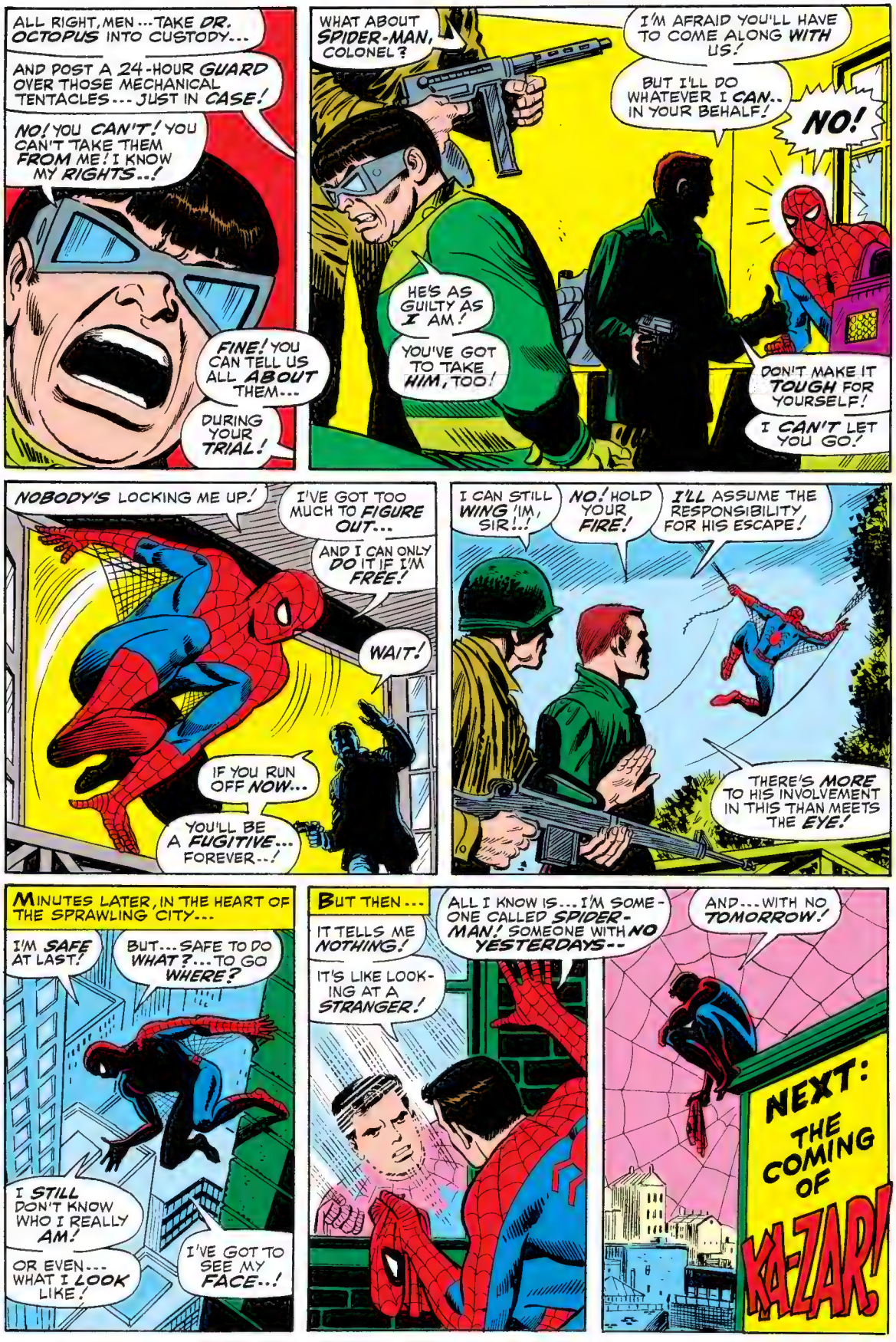

COLONEL! HE'S TRYING TO DISPEL THE SMOKE --- BY WHIRLING HIS TENTACLES!
IT DOESN'T MATTER NOW!
WE'VE GAINED OUR OBJECTIVE! DOC OCK IS TRAPPED!
BUT WHAT ABOUT THE WEB-SLINGER, SIR ??
SPIDER-MAN!! WHERE ARE YOU? GO AFTER THEM!
IT'S YOUR NECK, YOU FOOL --- AS WELL AS MINE!


FORGET ABOUT SPIDER-MAN!
OUR FIRST JOB IS TO GRAB THAT NULLIFIER!
THE SMOKE IS CLEARING... I CAN SEE IT NOW!


THERE'S SPIDER-MAN... ON THE WALL!
HE LOOKS BEWILDERED... UNCERTAIN ABOUT WHAT TO DO!
HURRY, YOU WALL-CRAWLING WEASEL!!
SCOOP UP THEIR GUNS WHILE I DISARM THEM!
HE'S MOVING LIKE A MAN IN A TRANCE!
OCTOPUS IS THE ONE I'VE GOT TO STOP!

OCK'S ARMS ARE OPERATED MECHANICALLY!
AND THE NULLIFIER WILL PUT ANYTHING MECHANICAL OUT OF ACTION!
SO HERE GOES..!
HIS TENTACLES... THE NULLIFIER IS CAUSING THEM TO DROP AWAY FROM HIS BODY!
MY HARNESS APPARATUS ...IT'S DEACTIVATED! WON'T HOLD MY MECHANICAL ARMS!!
BUT... YOU HAVEN'T BEATEN ME YET!!
THE NULLIFIER CAN'T STOP... SPIDER-MAN!!
ZZZZZZZ

HURRY...IT'S THE ONLY WAY TO SAVE YOURSELF!
YOU'RE A CRIMINAL... LIKE ME! THEY'LL FIGHT YOU... IMPRISON YOU! YOU'VE GOT TO DESTROY THEM!
OUR PETTY QUARREL DOESN'T MATTER!
YOUR OWN LIFE IS AT STAKE! YOU CAN'T LET THEM KILL YOU!
NOBODY IS GONNA KILL ME! I'M THROUGH BEING PUSHED AROUND!
HEAR THAT? YOU BETTER RUN... ALL OF YOU! CLEAR OUT WHILE YOU CAN!
YOU'RE NO MATCH FOR SPIDER-MAN!
AND YOU KNOW IT!
HE'S MY PARTNER! HE DOES WHATEVER I SAY!
HE CAN BEAT YOU WITHOUT HALF TRYING! SO DOC OCK WINS AGAIN!
THAT'S IT! THAT'S IT! GRAB THE NULLIFIER! THEY CAN'T STOP YOU!
DON'T TRY IT, MISTER! YOU CAN'T FIGHT THE U.S. ARMY!
IT'S NOT THE WHOLE ARMY! ...JUST A HANDFUL OF FOOLS!
ATTACK THEM...SMASH THEM! WHAT ARE YOU WAITING FOR?!!
LOOK, COLONEL...!
IT'S UP TO YOU, SPIDER-MAN! MAKE YOUR MOVE...!
I DON'T KNOW WHAT HAPPENED... HOW I GOT MIXED-UP IN ALL THIS...
BUT, ONE THING I DO KNOW...
I'M... NO PARTNER.. OF HIS...!
THEN...I WAS RIGHT ABOUT YOU!
THE NULLIFIER IS SAFE ONCE MORE!
19.


ALL RIGHT, MEN ... TAKE DR. OCTOPUS INTO CUSTODY...
AND POST A 24-HOUR GUARD OVER THOSE MECHANICAL TENTACLES ... JUST IN CASE!
NO! YOU CAN'T! YOU CAN'T TAKE THEM FROM ME! I KNOW MY RIGHTS..!
FINE! YOU CAN TELL US ALL ABOUT THEM...
DURING YOUR TRIAL!
WHAT ABOUT SPIDER-MAN, COLONEL?
I'M AFRAID YOU'LL HAVE TO COME ALONG WITH US!
BUT I'LL DO WHATEVER I CAN.. IN YOUR BEHALF!
NO!
HE'S AS GUILTY AS I AM!
YOU'VE GOT TO TAKE HIM, TOO!
DON'T MAKE IT TOUGH FOR YOURSELF!
I CAN'T LET YOU GO!
NOBODY'S LOCKING ME UP!
I'VE GOT TOO MUCH TO FIGURE OUT...
AND I CAN ONLY DO IT IF I'M FREE!
WAIT!
IF YOU RUN OFF NOW...
YOU'LL BE A FUGITIVE... FOREVER--!
I CAN STILL WING 'IM, SIR!..!
NO! HOLD YOUR FIRE!
I'LL ASSUME THE RESPONSIBILITY FOR HIS ESCAPE!
THERE'S MORE TO HIS INVOLVEMENT IN THIS THAN MEETS THE EYE!
MINUTES LATER, IN THE HEART OF THE SPRAWLING CITY...
I'M SAFE AT LAST!
BUT... SAFE TO DO WHAT?... TO GO WHERE?
I STILL DON'T KNOW WHO I REALLY AM!
OR EVEN... WHAT I LOOK LIKE!
I'VE GOT TO SEE MY FACE..!
BUT THEN ...
IT TELLS ME NOTHING!
IT'S LIKE LOOKING AT A STRANGER!
ALL I KNOW IS... I'M SOMEONE CALLED SPIDER-MAN! SOMEONE WITH NO YESTERDAYS--
AND... WITH NO TOMORROW!
NEXT: THE COMING OF KA-ZAR!

the AMAZING SPIDER-MAN™
APPROVED BY THE COMICS CODE AUTHORITY
FEATURING: THE POWER OF KA-ZAR!
MARVEL COMICS GROUP
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MCG
YOU MAY LIKE THIS YARN OR LOATHE IT ... BUT WE PROMISE YOU THIS ... YOU'LL NEVER FORGET IT!

THE AMAZING SPIDER-MAN!™
"THE COMING OF KA-ZAR!"
ALTHOUGH SPIDEY FINALLY DEFEATED DOC OCK LAST ISSUE --- THE WEB-SPINNER LOST HIS MEMORY IN THE PROCESS!
AND SO, WE FIND HIM NOW---
I MAY NOT BE ABLE TO REMEMBER WHO I AM...
BUT THERE'S ONE THING I DO KNOW...
I'M HALF-STARVED!
SO I'M JUST GONNA PRETEND I WAS INVITED TO THAT LITTLE WING-DING!
IT'S SURPRISE-TIME AGAIN! NOT ONLY DID SMILIN' STAN LEE AND JAZZY JOHN ROMITA PUT THIS THRILLER TOGETHER, BUT DASHIN' DON HECK FINISHED THE PENCILLING, AIDED BY: MICKEY DEMEO, EMBELLISHER AND SAM ROSEN, LETTERER.
HEROES, ONE AND ALL!
CO-FEATURING: ZABU THE SAVAGE, SENSATIONAL SABER-TOOTH!

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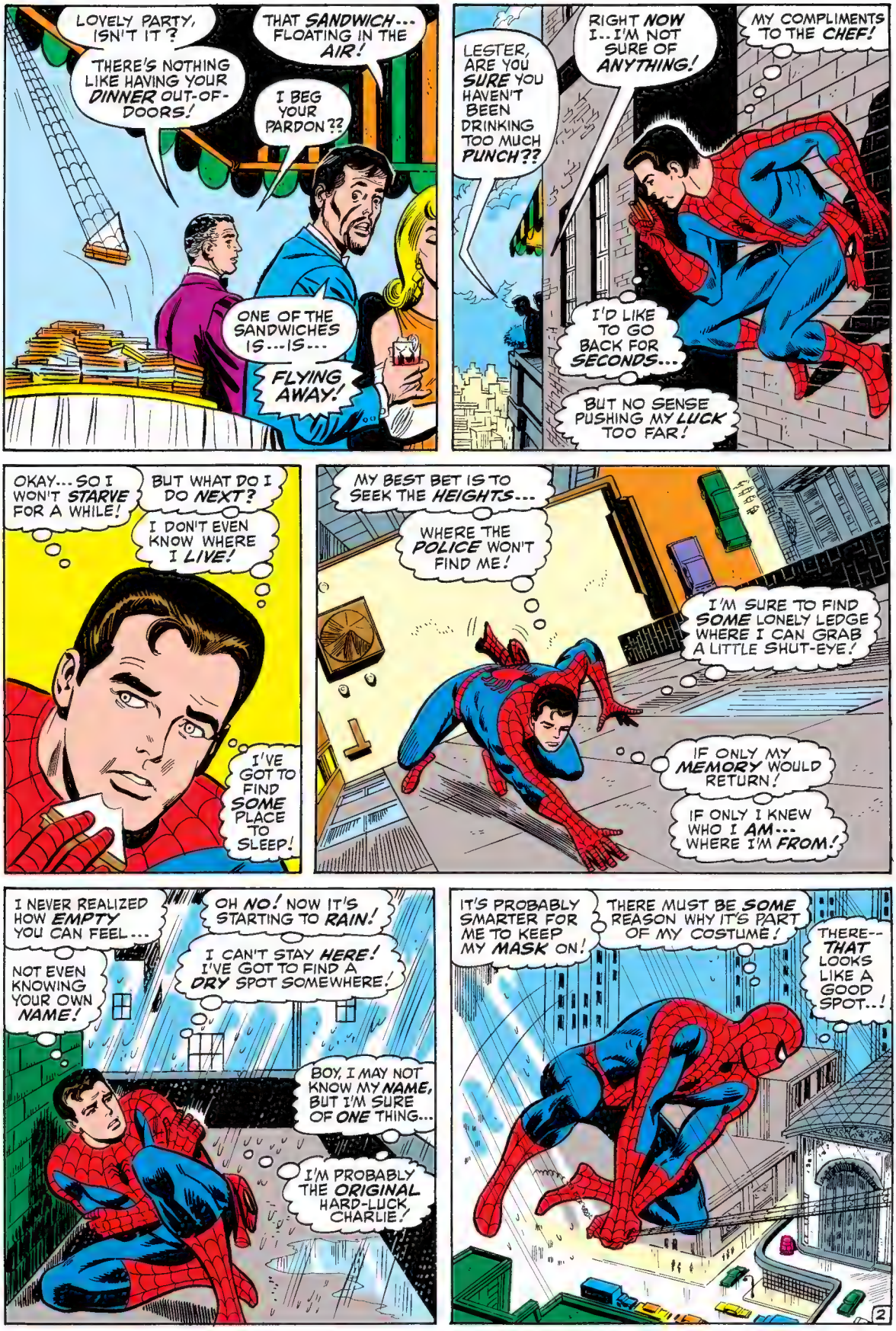
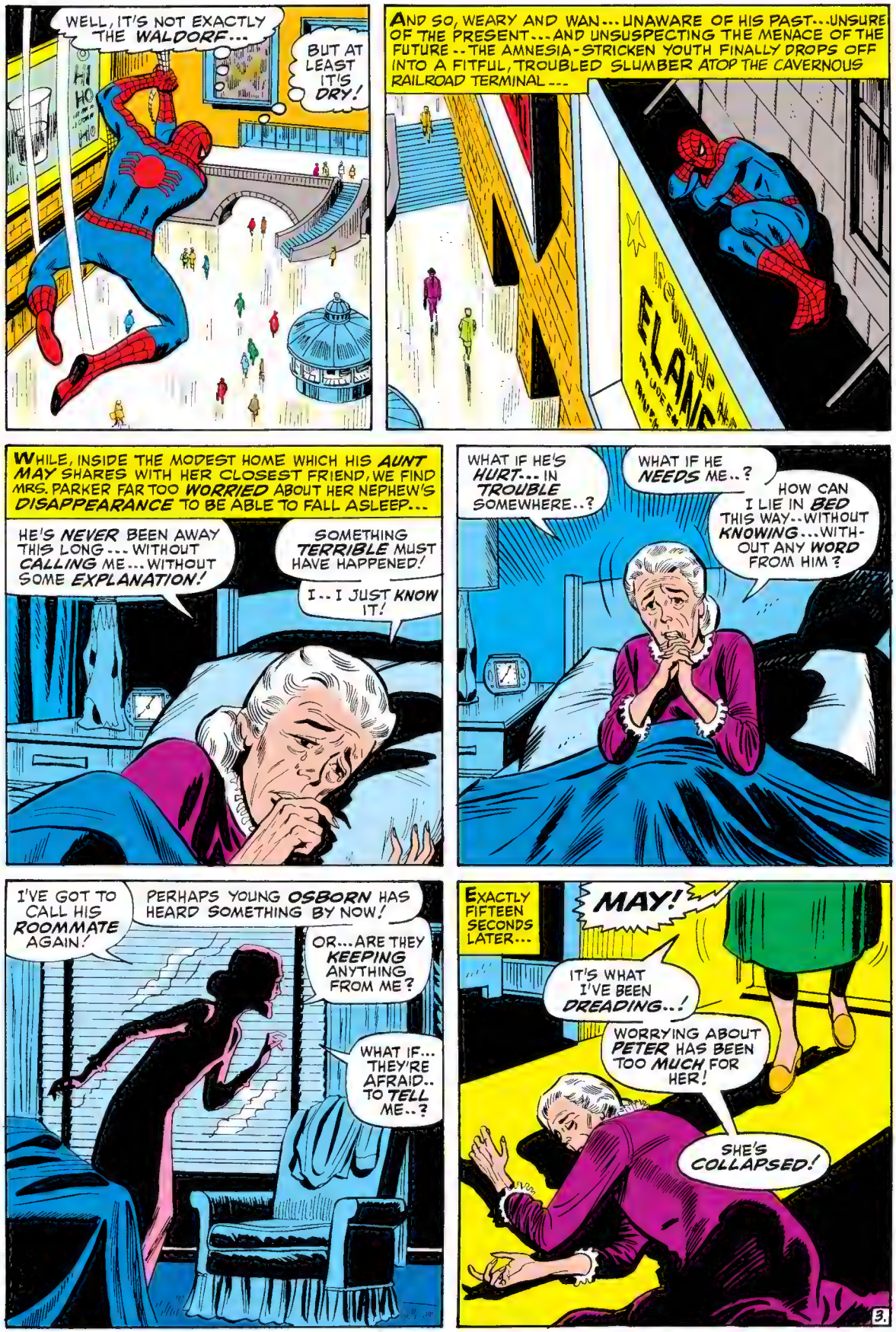
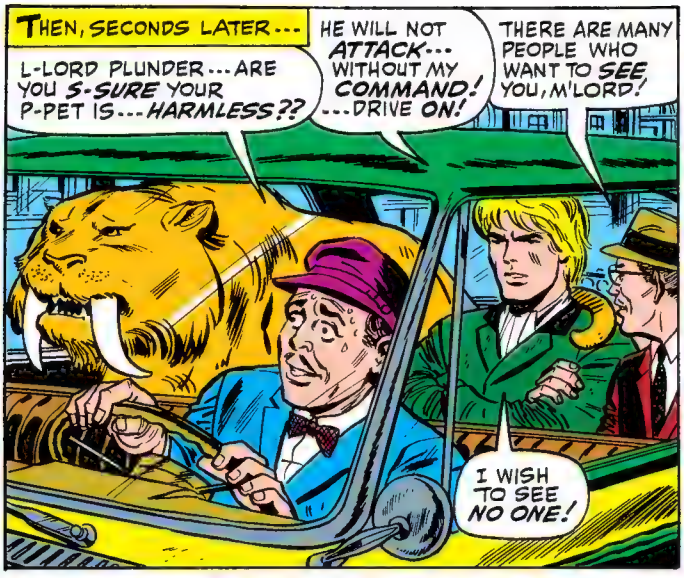
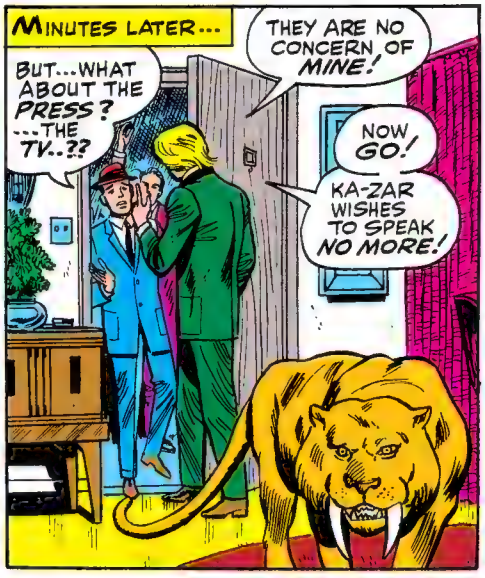

LOVELY PARTY, ISN'T IT?
THERE'S NOTHING LIKE HAVING YOUR DINNER OUT-OF-DOORS!
THAT SANDWICH... FLOATING IN THE AIR!
I BEG YOUR PARDON??
ONE OF THE SANDWICHES IS...IS...
FLYING AWAY!
LESTER, ARE YOU SURE YOU HAVEN'T BEEN DRINKING TOO MUCH PUNCH??
RIGHT NOW I...I'M NOT SURE OF ANYTHING!
MY COMPLIMENTS TO THE CHEF!
I'D LIKE TO GO BACK FOR SECONDS...
BUT NO SENSE PUSHING MY LUCK TOO FAR!
OKAY... SO I WON'T STARVE FOR A WHILE!
BUT WHAT DO I DO NEXT?
I DON'T EVEN KNOW WHERE I LIVE!
I'VE GOT TO FIND SOME PLACE TO SLEEP!
MY BEST BET IS TO SEEK THE HEIGHTS...
WHERE THE POLICE WON'T FIND ME!
I'M SURE TO FIND SOME LONELY LEDGE WHERE I CAN GRAB A LITTLE SHUT-EYE!
IF ONLY MY MEMORY WOULD RETURN!
IF ONLY I KNEW WHO I AM... WHERE I'M FROM!
I NEVER REALIZED HOW EMPTY YOU CAN FEEL...
NOT EVEN KNOWING YOUR OWN NAME!
OH NO! NOW IT'S STARTING TO RAIN!
I CAN'T STAY HERE! I'VE GOT TO FIND A DRY SPOT SOMEWHERE!
BOY, I MAY NOT KNOW MY NAME, BUT I'M SURE OF ONE THING...
I'M PROBABLY THE ORIGINAL HARD-LUCK CHARLIE!
IT'S PROBABLY SMARTER FOR ME TO KEEP MY MASK ON!
THERE MUST BE SOME REASON WHY IT'S PART OF MY COSTUME!
THERE--THAT LOOKS LIKE A GOOD SPOT..!
2

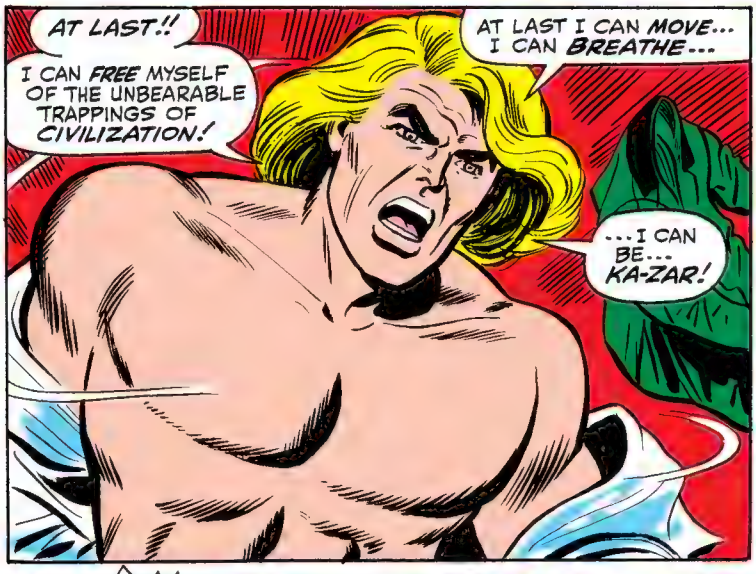

WELL, IT'S NOT EXACTLY THE WALDORF...
BUT AT LEAST IT'S DRY!
AND SO, WEARY AND WAN... UNAWARE OF HIS PAST... UNSURE OF THE PRESENT... AND UNSUSPECTING THE MENACE OF THE FUTURE -- THE AMNESIA-STRICKEN YOUTH FINALLY DROPS OFF INTO A FITFUL, TROUBLED SLUMBER ATOP THE CAVERNOUS RAILROAD TERMINAL ---
WHILE, INSIDE THE MODEST HOME WHICH HIS AUNT MAY SHARES WITH HER CLOSEST FRIEND, WE FIND MRS. PARKER FAR TOO WORRIED ABOUT HER NEPHEW'S DISAPPEARANCE TO BE ABLE TO FALL ASLEEP...
HE'S NEVER BEEN AWAY THIS LONG... WITHOUT CALLING ME... WITHOUT SOME EXPLANATION!
SOMETHING TERRIBLE MUST HAVE HAPPENED!
I.. I JUST KNOW IT!
WHAT IF HE'S HURT... IN TROUBLE SOMEWHERE..?
WHAT IF HE NEEDS ME..?
HOW CAN I LIE IN BED THIS WAY -- WITHOUT KNOWING... WITHOUT ANY WORD FROM HIM?
I'VE GOT TO CALL HIS ROOMMATE AGAIN!
PERHAPS YOUNG OSBORN HAS HEARD SOMETHING BY NOW!
OR... ARE THEY KEEPING ANYTHING FROM ME?
WHAT IF... THEY'RE AFRAID.. TO TELL ME..?
EXACTLY FIFTEEN SECONDS LATER...
MAY!
IT'S WHAT I'VE BEEN DREADING..!
WORRYING ABOUT PETER HAS BEEN TOO MUCH FOR HER!
SHE'S COLLAPSED!
3.

DR. BROMWELL... YOU'VE GOT TO COME AT ONCE!
OR... PERHAPS IT WOULD BE BETTER... TO SEND AN AMBULANCE!
AND, AS THINGS SEEM TO GET FROM BAD TO WORSE...
IF I HAD MY WAY, YOU'D BE BUSTED TO PRIVATE, COLONEL JAMESON!
HE HAD NO RIGHT, TO LET SPIDER-MAN ESCAPE!
LET'S NOT FLY OFF THE HANDLE UNTIL WE'VE HEARD FROM THE COLONEL, GENTLEMEN!
THANK YOU, CAPTAIN STACY!
COLONEL JAMESON IS UNDER MY COMMAND!
HIS ORDERS WERE TO RETRIEVE THE STOLEN NULLIFIER...
--NOT TO APPREHEND COSTUMED CRIMINALS!
HOWEVER, THE CITY COUNCIL DOES DESERVE AN EXPLANATION, COLONEL!
WHY DID YOU MAKE NO ATTEMPT TO CAPTURE THE SO-CALLED SPIDER-MAN?
BECAUSE HE HAD SAVED MY LIFE THREE TIMES IN THE PAST, SIR!
I--COULDN'T OVERLOOK THAT FACT!
SAVED YOUR LIFE?
WHEN? HOW?
I'VE MADE A STUDY OF SPIDER-MAN'S RECORD, GENERAL!
ONE OF HIS EARLIEST EXPLOITS WAS SAVING A SPACE CRAFT WHICH THE COLONEL WAS PILOTING ---
WHILE HE LATER RESCUED HIM FROM THE RHINO... AND FINALLY FROM DR. OCTOPUS HIMSELF! *
IN FACT, HIS RECORD MAKES IT DIFFICULT TO BELIEVE SPIDER-MAN COULD REALLY HAVE TURNED BAD!
I CAN SEE YOUR POINT, CAPTAIN STACEY!
*SPI. # 1, 41 AND 56. --SUCCINCT STAN.
FINALLY, AT THE CONCLUSION OF THE STORMY MEETING...
I NEVER KNEW YOU WERE SO FAMILIAR WITH SPIDER-MAN'S BACKGROUND, CAPTAIN!
AS AN EX-POLICE OFFICER, I FIND HIS HISTORY FASCINATING!
JOHN! I THOUGHT YOU'D NEVER COME OUT, BLAST IT!
THE MORE I LEARN... THE MORE HE MYSTIFIES ME!
IS IT TRUE? DID YOU LET THAT WEBBED WEASEL ESCAPE??
I DID WHAT I THOUGHT WAS RIGHT, DAD!
BY THE WAY, DO YOU KNOW CAPTAIN STACY? HE ACTS AS A SPECIAL CONSULTANT TO THE CITY COUNCIL ON POLICE MATTERS...!
NEVER MIND THAT! ALL I CARE ABOUT IS MY OWN SON LETTING THAT MASKED MURDERER GO SCOT FREE!
THERE'S NO PROOF THAT HE'S EVER MURDERED ANYONE, JAMESON!
WHO NEEDS PROOF??
EVERYONE KNOWS HE'S A ROTTEN, LOW-DOWN, NO-GOOD KILLER!
4.

BUT THIS TIME I KNOW HOW TO FINISH HIM OFF!
THERE'S SOMEONE ARRIVING IN THE CITY... SOMEONE WHO'LL BE ABLE TO MAKE MINCEMEAT OF THAT COSTUMED CREEP!
YOUR FATHER IS A VERY DETERMINED MAN, MY BOY!
THAT'S PUTTING IT MILDLY, CAPTAIN!
I'LL FIND A WAY TO DO WHAT MY OWN SON WOULDN'T DO!
AND, AT THAT VERY MOMENT... AT JFK AIRPORT...
LORD PLUNDER... IS IT TRUE THAT YOU PREFER BEING CALLED KA-ZAR, LORD OF THE JUNGLE??
AND, WOULD YOU TELL US WHY YOU'VE COME TO THE UNITED STATES?
WHAT ABOUT THE FACT THAT IT TOOK AN ACT OF CONGRESS TO ALLOW YOU TO BRING THAT BEAST WITH YOU?
I TRAVEL NOWHERE WITHOUT ZABU!
THE WHOLE NATION IS WONDERING WHY YOU'VE COME HERE..!
IT IS PURELY PERSONAL!
I MUST DISCUSS LEGAL MATTERS ABOUT MY ESTATE... WITH MY LAWYER!
HOW ABOUT A STORY FOR OUR FEMALE READERS, KA-ZAR?
WHAT DOES IT FEEL LIKE TO BECOME A BLUE-BLOODED NOBLE-MAN AFTER HAVING LIVED AS A SAVAGE ALL YOUR LIFE?
YOU'D BETTER KEEP ...A TIGHT REIN ON THAT SABER TOOTH!
IF HE EVER... BREAKS LOOSE..!!
HOW DO YOU PLAN TO USE YOUR NEWLY-INHERITED FORTUNE??
I HAVE NOTHING MORE TO SAY!
5.

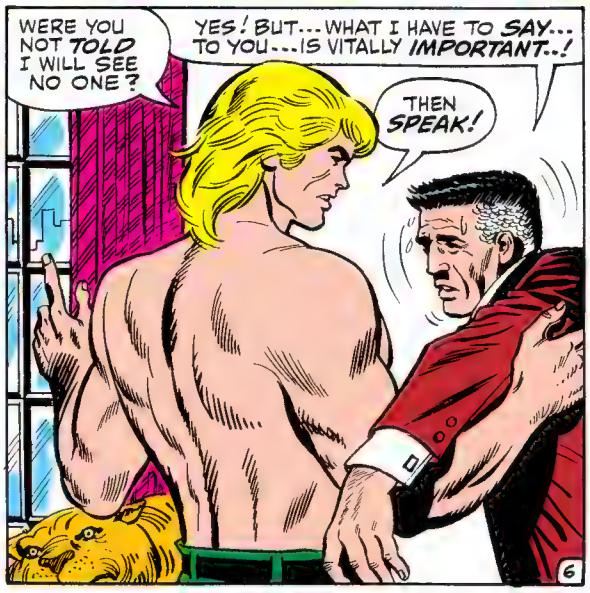

THEN, SECONDS LATER---
L-LORD PLUNDER---ARE YOU S-SURE YOUR P-PET IS---HARMLESS??
HE WILL NOT ATTACK--- WITHOUT MY COMMAND! ---DRIVE ON!
THERE ARE MANY PEOPLE WHO WANT TO SEE YOU, M'LORD!
I WISH TO SEE NO ONE!


MINUTES LATER---
BUT...WHAT ABOUT THE PRESS? ---THE TV..??
THEY ARE NO CONCERN OF MINE!
NOW, GO!
KA-ZAR WISHES TO SPEAK NO MORE!

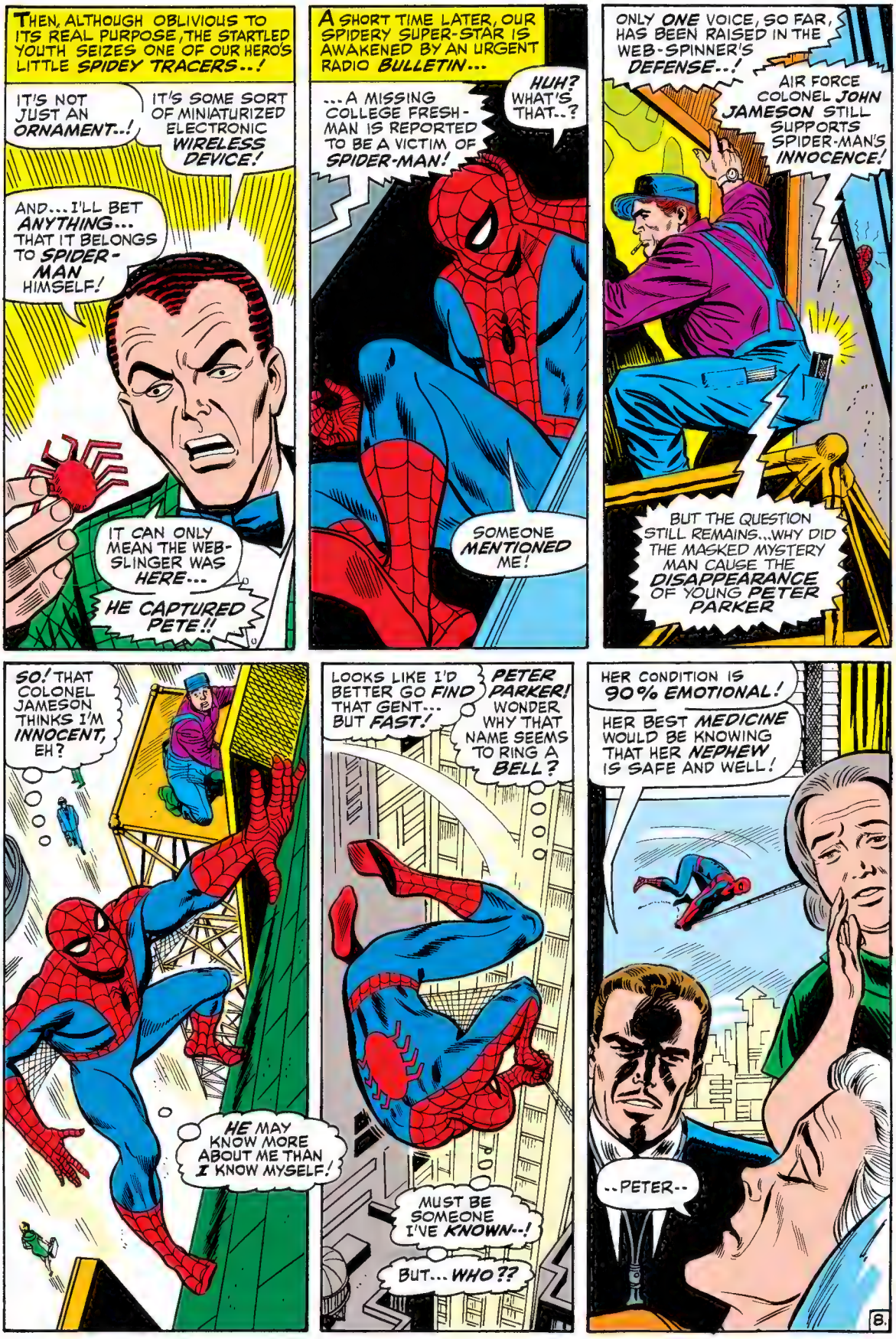

AT LAST!!
I CAN FREE MYSELF OF THE UNBEARABLE TRAPPINGS OF CIVILIZATION!
AT LAST I CAN MOVE... I CAN BREATHE---
---I CAN BE--- KA-ZAR!

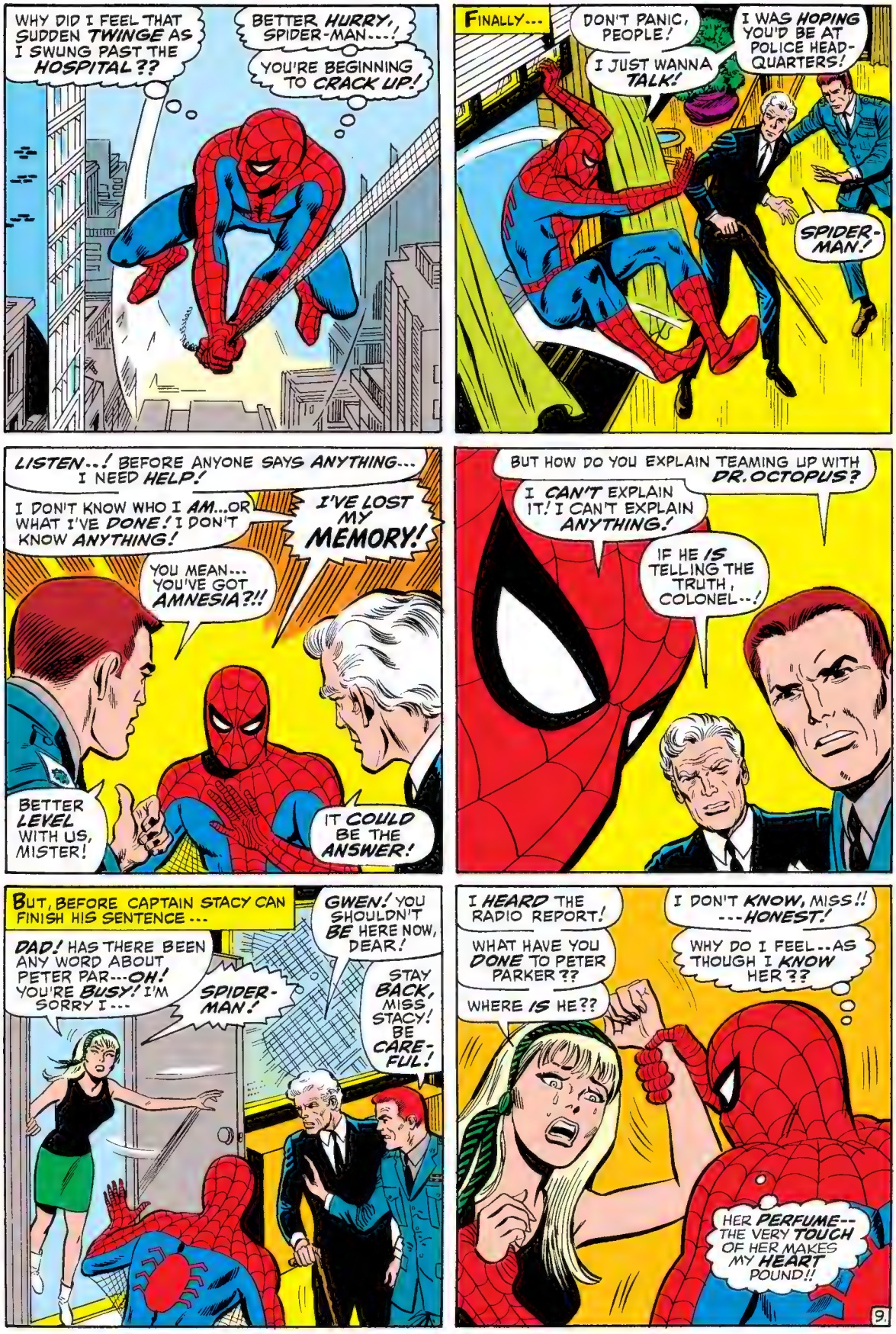
WHILE, OUTSIDE THE JUNGLE LORD'S DOOR---
IMAGINE THEM TELLING ME THAT THE WILD MAN DOESN'T WANT TO BE DISTURBED!
AS IF J. JONAH JAMESON WILL EVER TAKE NO FOR AN ANSWER!
C'MON!! OPEN UP IN THERE

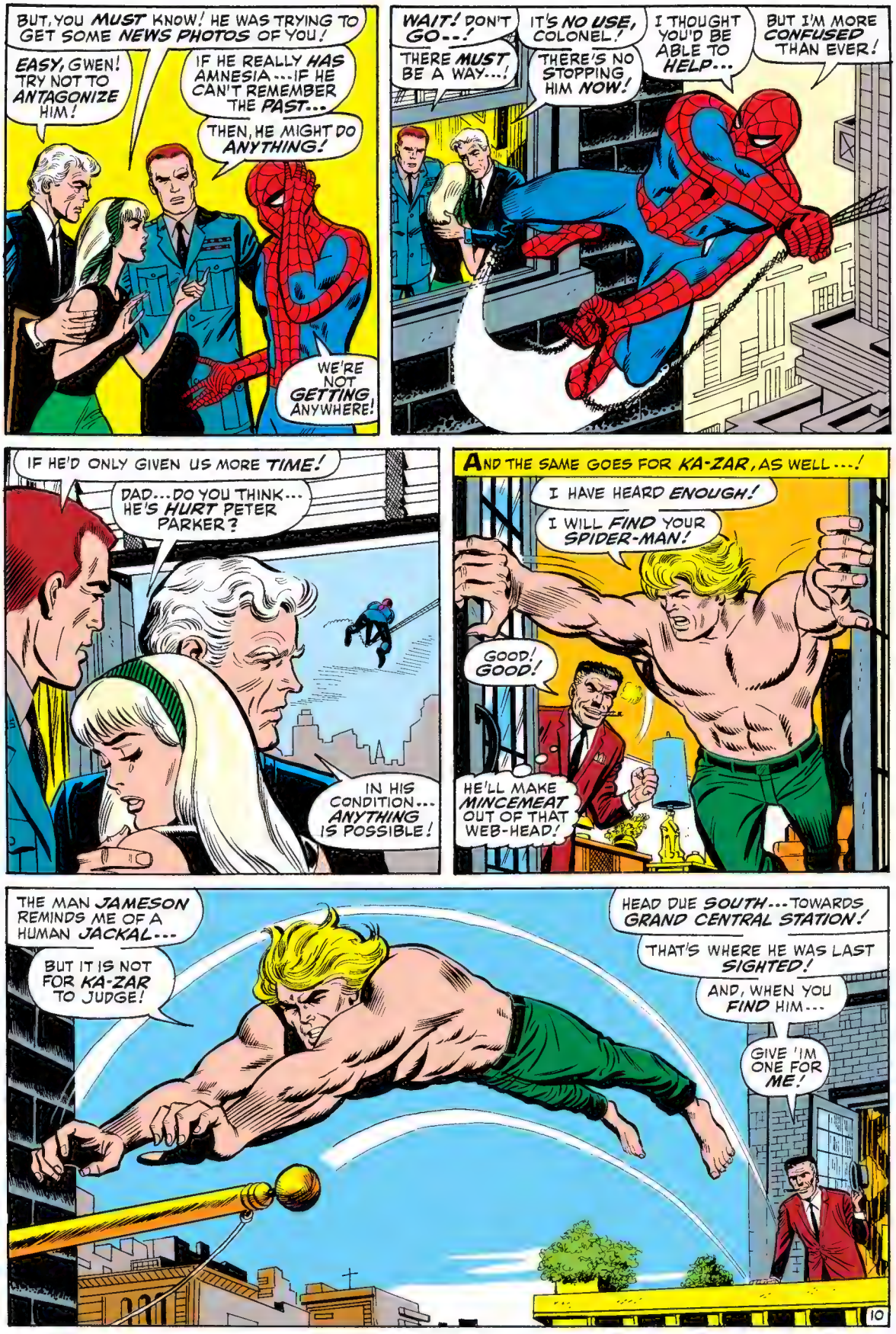
YEOWR!
DOWN, ZABU!!
KA-ZAR GAVE NO COMMAND!

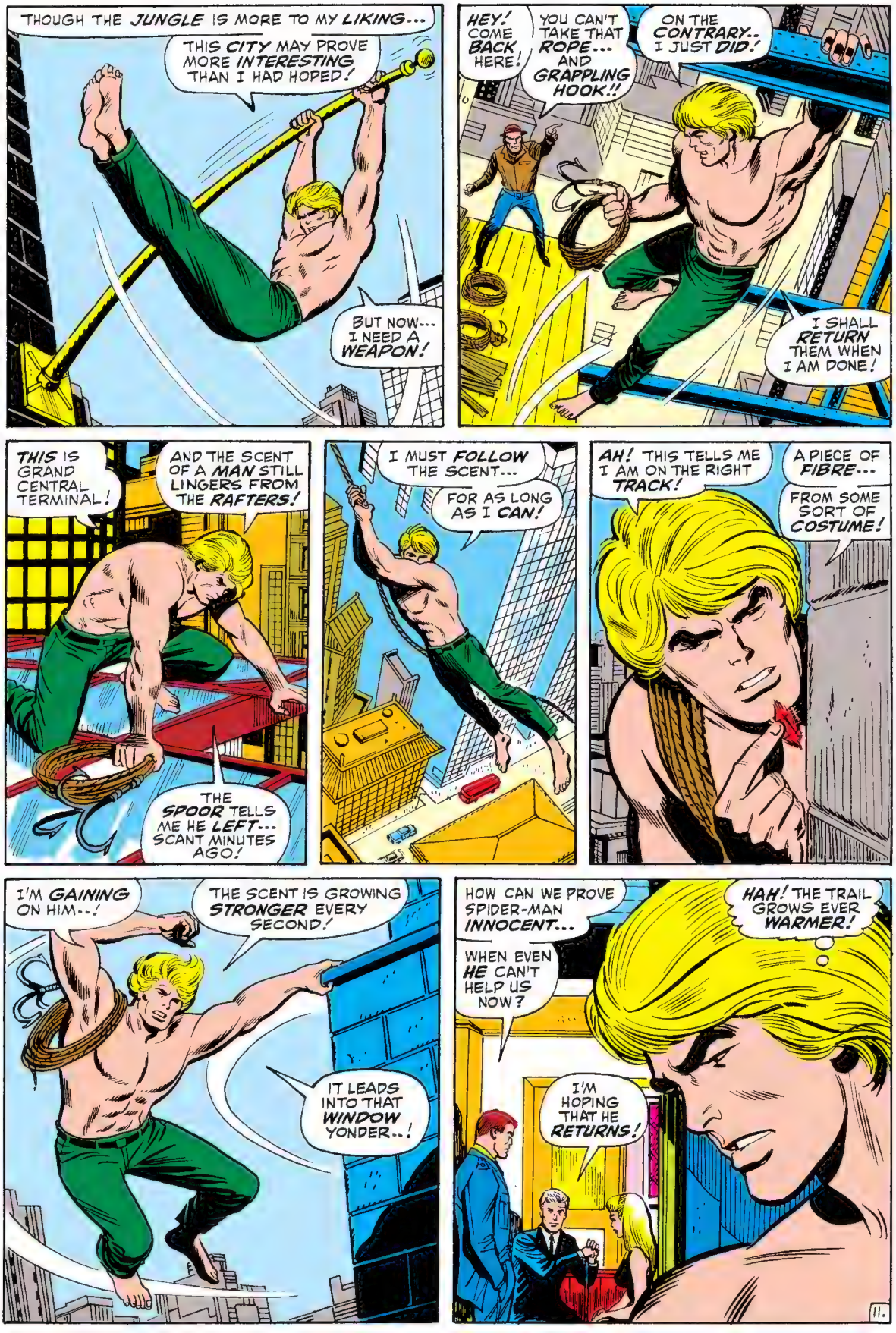

WERE YOU NOT TOLD I WILL SEE NO ONE?
YES! BUT...WHAT I HAVE TO SAY... TO YOU---IS VITALLY IMPORTANT..!
THEN SPEAK!

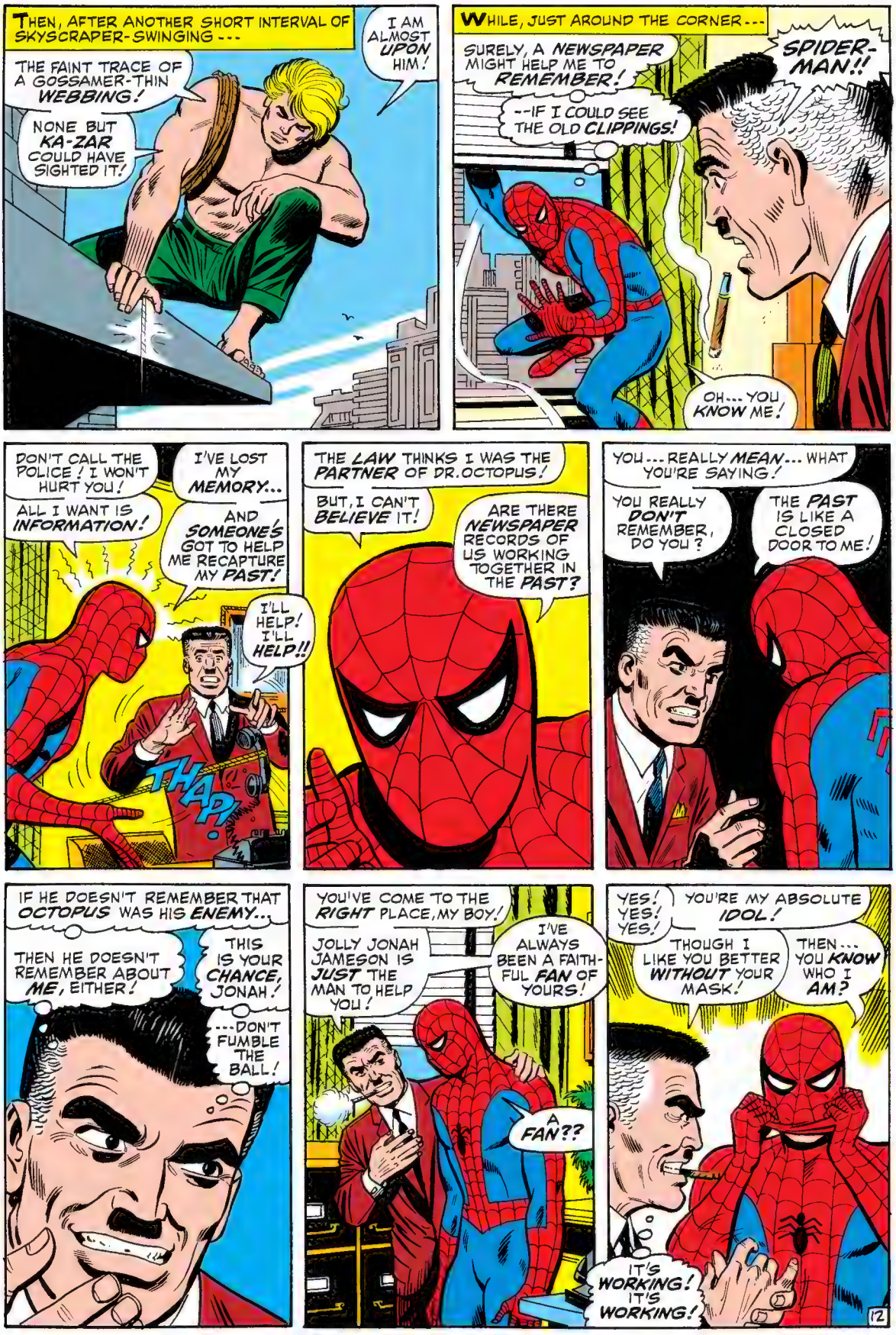
HE'S TERRIFIC! SPIDER-MAN WON'T HAVE A CHANCE AGAINST HIM!
I'LL PAY YOU TEN THOUSAND DOLLARS TO DEFEAT SPIDER-MAN IN BATTLE!
MONEY MEANS NOTHING TO ME!
IT'S NOT JUST THE MONEY...!
YOU'LL BE RIDDING THE WORLD OF A DANGEROUS, DEADLY MENACE!
NOBODY ELSE HAS BEEN ABLE TO CATCH HIM... TO BEAT HIM...!
NOBODY ELSE HAS HAD THE STRENGTH... PLUS THE COURAGE... AND THE BRAINS!!
IT HAS BEEN TOO LONG SINCE KA-ZAR DID BATTLE WITH A POWERFUL FOE!
BUT, I DO NOT KNOW YOU! YOUR MANNER DISPLEASES ME!
IF I COULD BUT FIND THE ONE CALLED DAREDEVIL.. TO ADVISE ME...!
NUTS! YOU DON'T NEED HIM!
I PUBLISH THE MOST IMPORTANT NEWSPAPER IN THE CITY! ANYONE CAN VOUCH FOR J. JONAH JAMESON!
I'M JUST TALKING TO YOU AS ONE PUBLIC-SPIRITED CITIZEN TO ANOTHER!
VERY WELL! YOU MAY TELL ME MORE..!
AT THAT MOMENT, IN ANOTHER PART OF TOWN...
PETE'S NEVER STAYED AWAY SO LONG BEFORE! SOMETHING MUST BE WRONG!
AND I CAN'T HELP FEELING THAT I'M PARTIALLY TO BLAME!
HE WAS PROBABLY WORRIED... OR IN TROUBLE..!
AND I GAVE HIM THE BRUSH!
BUT MAYBE I CAN STILL MAKE UP FOR IT!
IF ONLY I COULD FIND OUT WHERE HE IS!
I HATE TO PRY... AND YET...
PERHAPS I CAN FIND SOME CLUE HERE IN HIS ROOM..!
HE MAY HAVE LEFT A NOTE.. OR EVEN AN ADDRESS!
WHAT CAN THIS BE... ON THE FLOOR OF HIS CLOSET?
IT LOOKS LIKE.. A SPIDER INSIGNIA!
PETE WAS ALWAYS PHOTO-GRAPHING SPIDER-MAN!
BUT, HOW DID IT GET HERE?
7.

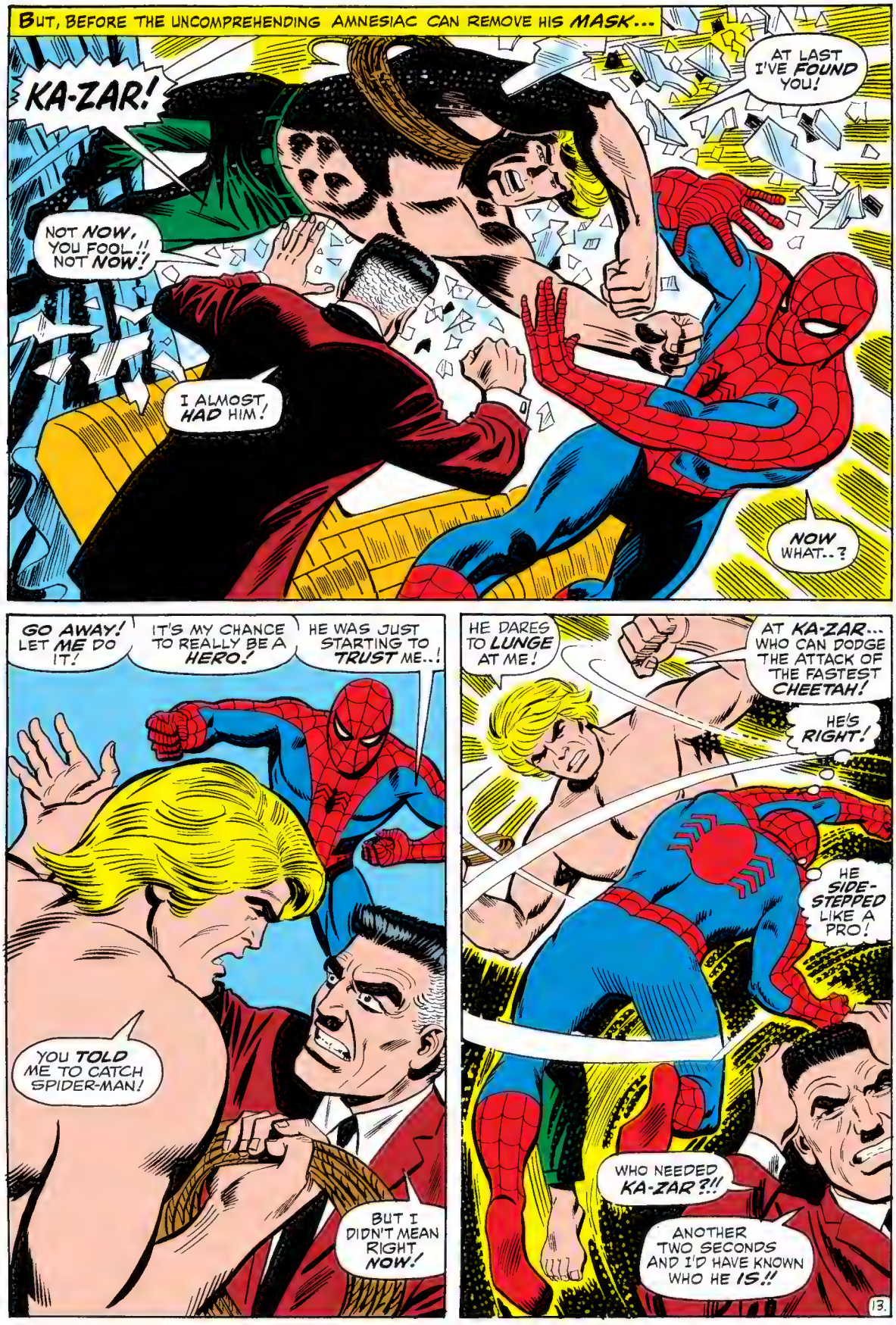

THEN, ALTHOUGH OBLIVIOUS TO ITS REAL PURPOSE, THE STARTLED YOUTH SEIZES ONE OF OUR HERO'S LITTLE SPIDEY TRACERS..!
IT'S NOT JUST AN ORNAMENT..!
IT'S SOME SORT OF MINIATURIZED ELECTRONIC WIRELESS DEVICE!
AND... I'LL BET ANYTHING... THAT IT BELONGS TO SPIDER-MAN HIMSELF!
IT CAN ONLY MEAN THE WEB-SLINGER WAS HERE...
HE CAPTURED PETE!!
A SHORT TIME LATER, OUR SPIDERY SUPER-STAR IS AWAKENED BY AN URGENT RADIO BULLETIN...
...A MISSING COLLEGE FRESHMAN IS REPORTED TO BE A VICTIM OF SPIDER-MAN!
HUH? WHAT'S THAT..?
SOMEONE MENTIONED ME!
ONLY ONE VOICE, SO FAR, HAS BEEN RAISED IN THE WEB-SPINNER'S DEFENSE..!
AIR FORCE COLONEL JOHN JAMESON STILL SUPPORTS SPIDER-MAN'S INNOCENCE!
BUT THE QUESTION STILL REMAINS...WHY DID THE MASKED MYSTERY MAN CAUSE THE DISAPPEARANCE OF YOUNG PETER PARKER
SO! THAT COLONEL JAMESON THINKS I'M INNOCENT, EH?
HE MAY KNOW MORE ABOUT ME THAN I KNOW MYSELF!
LOOKS LIKE I'D BETTER GO FIND THAT GENT... BUT FAST!
PETER PARKER! WONDER WHY THAT NAME SEEMS TO RING A BELL?
MUST BE SOMEONE I'VE KNOWN--!
BUT... WHO??
HER CONDITION IS 90% EMOTIONAL!
HER BEST MEDICINE WOULD BE KNOWING THAT HER NEPHEW IS SAFE AND WELL!
--PETER--
8.

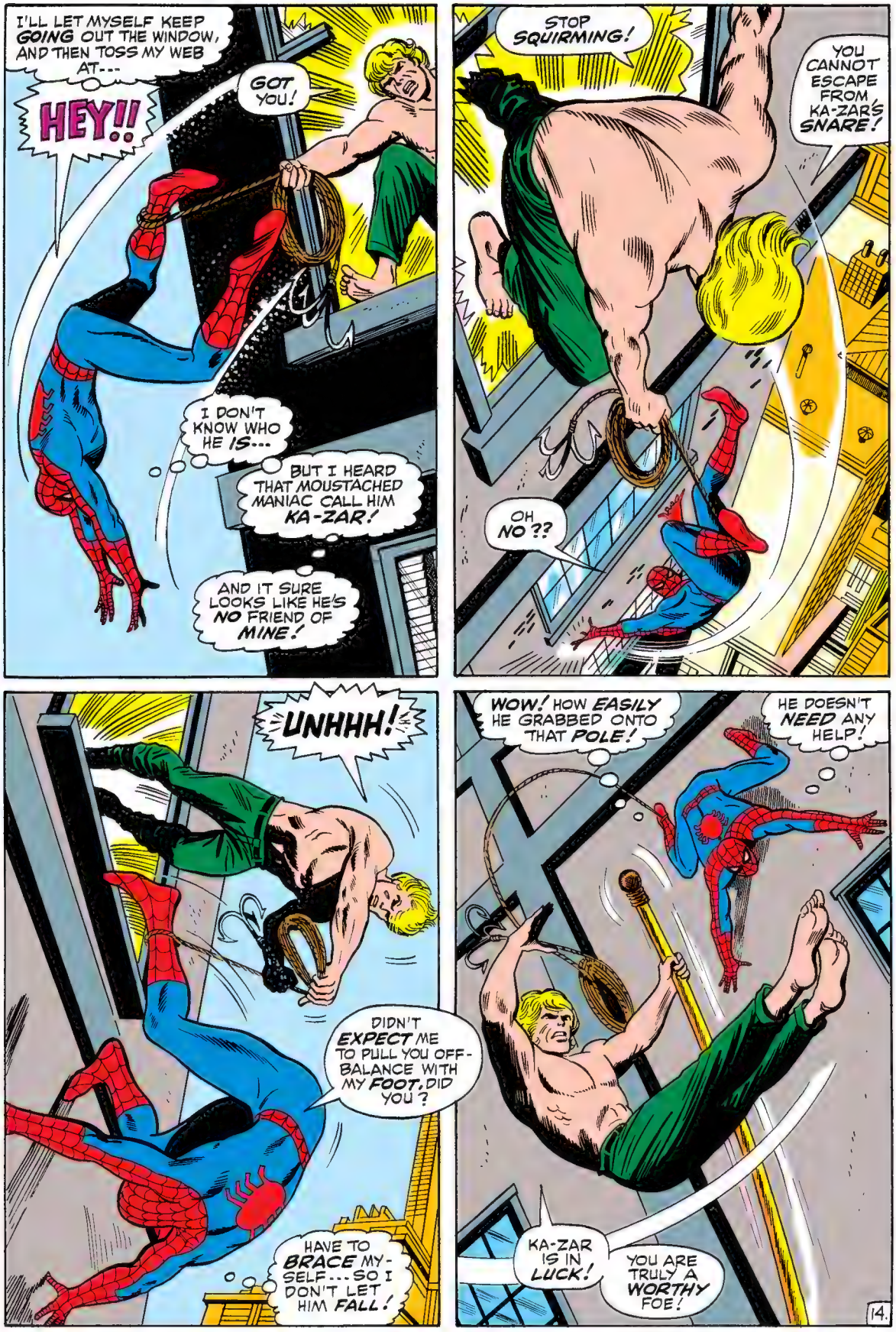

WHY DID I FEEL THAT SUDDEN TWINGE AS I SWUNG PAST THE HOSPITAL??
BETTER HURRY, SPIDER-MAN---!
YOU'RE BEGINNING TO CRACK UP!
FINALLY---
DON'T PANIC, PEOPLE!
I JUST WANNA TALK!
I WAS HOPING YOU'D BE AT POLICE HEAD-QUARTERS!
SPIDER-MAN!
LISTEN--! BEFORE ANYONE SAYS ANYTHING--- I NEED HELP!
I DON'T KNOW WHO I AM...OR WHAT I'VE DONE! I DON'T KNOW ANYTHING!
I'VE LOST MY MEMORY!
YOU MEAN--- YOU'VE GOT AMNESIA?!!
BETTER LEVEL WITH US, MISTER!
IT COULD BE THE ANSWER!
BUT HOW DO YOU EXPLAIN TEAMING UP WITH DR. OCTOPUS?
I CAN'T EXPLAIN IT! I CAN'T EXPLAIN ANYTHING!
IF HE IS TELLING THE TRUTH, COLONEL--!
BUT, BEFORE CAPTAIN STACY CAN FINISH HIS SENTENCE ---
DAD! HAS THERE BEEN ANY WORD ABOUT PETER PAR---OH! YOU'RE BUSY! I'M SORRY I---
GWEN! YOU SHOULDN'T BE HERE NOW, DEAR!
SPIDER-MAN!
STAY BACK, MISS STACY! BE CARE-FUL!
I HEARD THE RADIO REPORT!
WHAT HAVE YOU DONE TO PETER PARKER??
WHERE IS HE??
I DON'T KNOW, MISS!! ---HONEST!
WHY DO I FEEL--AS THOUGH I KNOW HER??
HER PERFUME--- THE VERY TOUCH OF HER MAKES MY HEART POUND!!
9.

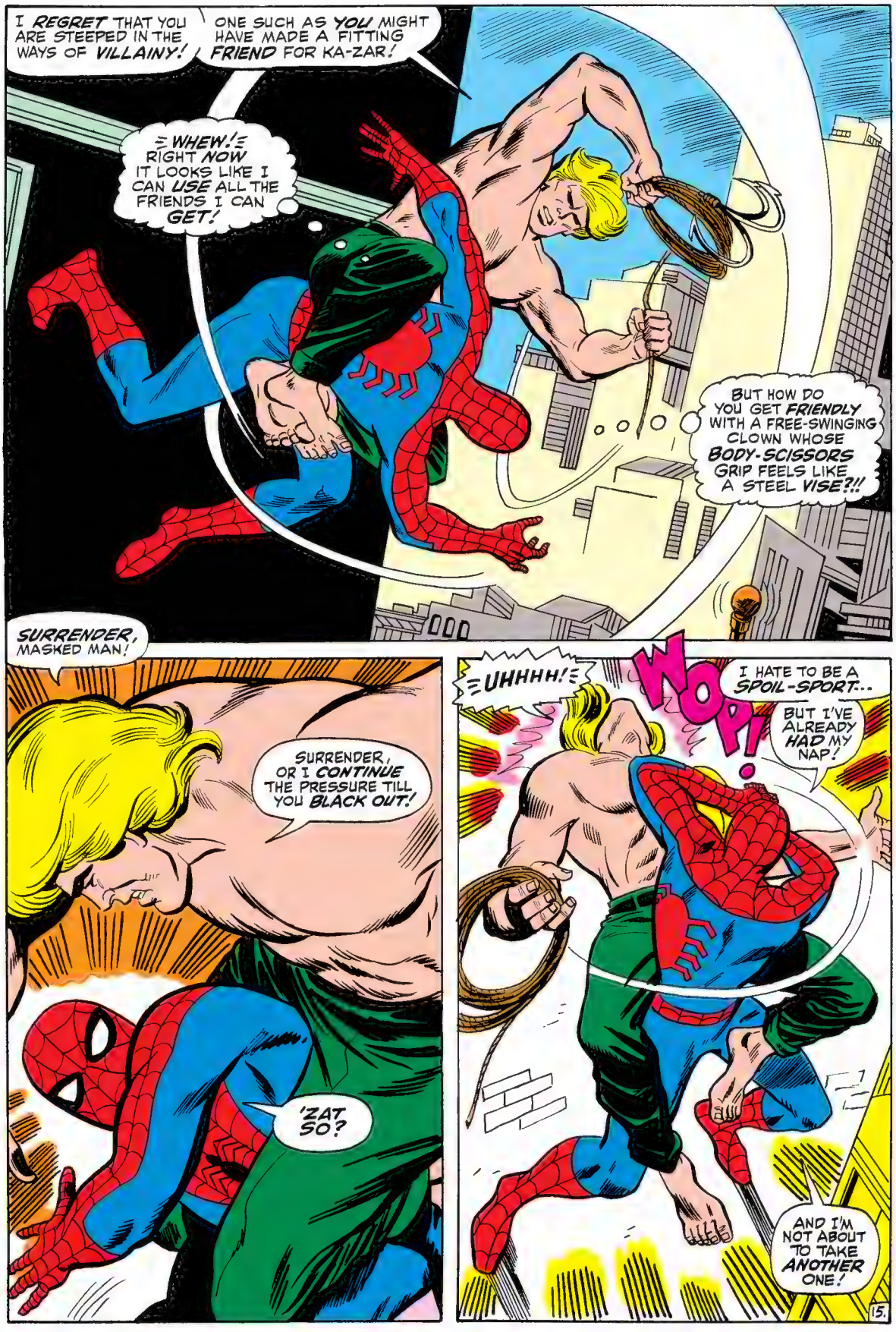

BUT, YOU MUST KNOW! HE WAS TRYING TO GET SOME NEWS PHOTOS OF YOU!
EASY, GWEN! TRY NOT TO ANTAGONIZE HIM!
IF HE REALLY HAS AMNESIA---IF HE CAN'T REMEMBER THE PAST...
THEN, HE MIGHT DO ANYTHING!
WE'RE NOT GETTING ANYWHERE!
WAIT! DON'T GO...!
IT'S NO USE, COLONEL!
I THOUGHT YOU'D BE ABLE TO HELP...
BUT I'M MORE CONFUSED THAN EVER!
THERE MUST BE A WAY...!
THERE'S NO STOPPING HIM NOW!
IF HE'D ONLY GIVEN US MORE TIME!
DAD...DO YOU THINK... HE'S HURT PETER PARKER?
IN HIS CONDITION... ANYTHING IS POSSIBLE!
AND THE SAME GOES FOR KA-ZAR, AS WELL...!
I HAVE HEARD ENOUGH!
I WILL FIND YOUR SPIDER-MAN!
GOOD! GOOD!
HE'LL MAKE MINCEMEAT OUT OF THAT WEB-HEAD!
THE MAN JAMESON REMINDS ME OF A HUMAN JACKAL...
BUT IT IS NOT FOR KA-ZAR TO JUDGE!
HEAD DUE SOUTH...TOWARDS GRAND CENTRAL STATION!
THAT'S WHERE HE WAS LAST SIGHTED!
AND, WHEN YOU FIND HIM...
GIVE 'IM ONE FOR ME!

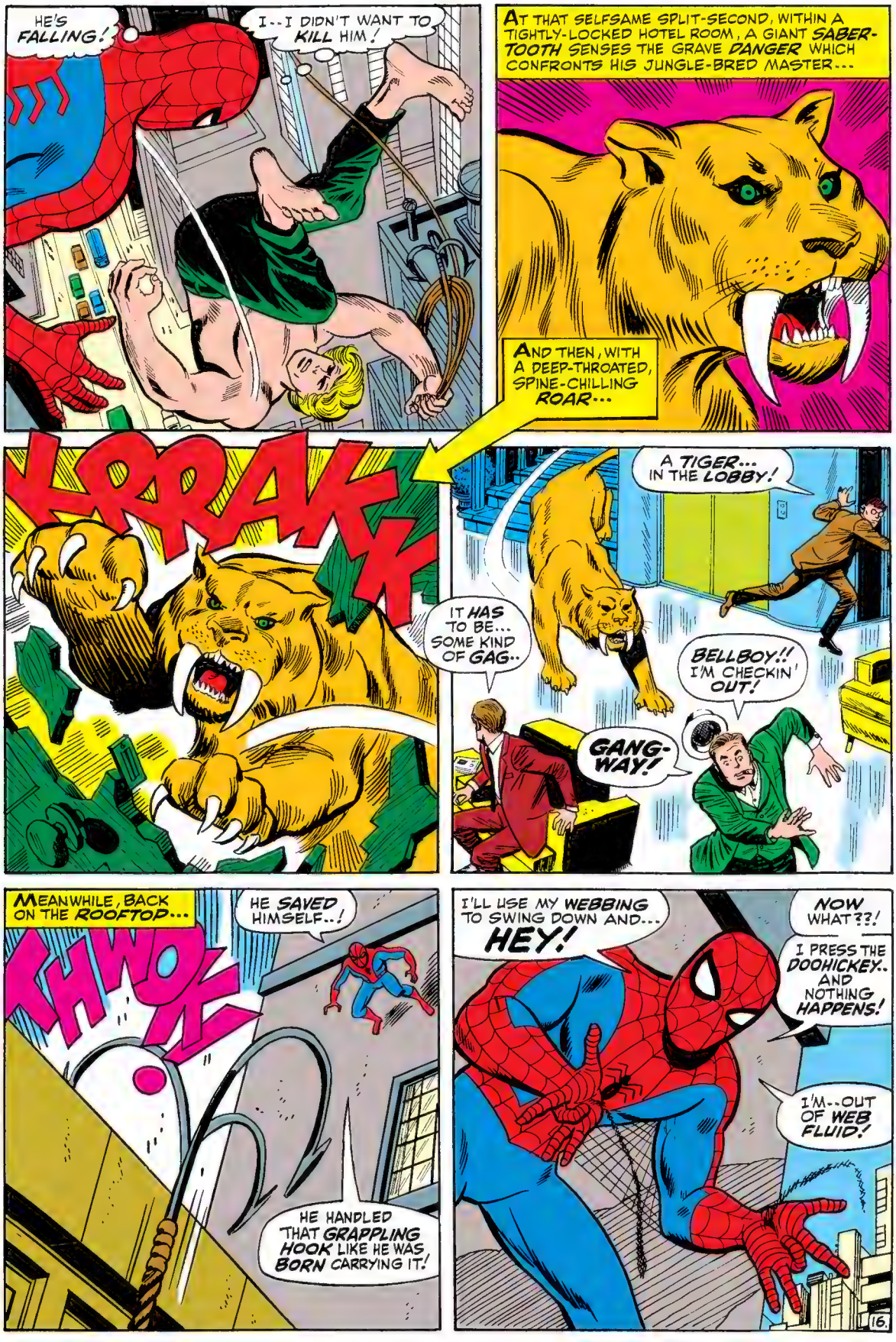

THOUGH THE JUNGLE IS MORE TO MY LIKING...
THIS CITY MAY PROVE MORE INTERESTING THAN I HAD HOPED!
BUT NOW... I NEED A WEAPON!
HEY! COME BACK HERE!
YOU CAN'T TAKE THAT ROPE... AND GRAPPLING HOOK!!
ON THE CONTRARY.. I JUST DID!
I SHALL RETURN THEM WHEN I AM DONE!
THIS IS GRAND CENTRAL TERMINAL!
AND THE SCENT OF A MAN STILL LINGERS FROM THE RAFTERS!
THE SPOOR TELLS ME HE LEFT... SCANT MINUTES AGO!
I MUST FOLLOW THE SCENT...
FOR AS LONG AS I CAN!
AH! THIS TELLS ME I AM ON THE RIGHT TRACK!
A PIECE OF FIBRE...
FROM SOME SORT OF COSTUME!
I'M GAINING ON HIM--!
THE SCENT IS GROWING STRONGER EVERY SECOND!
IT LEADS INTO THAT WINDOW YONDER--!
HOW CAN WE PROVE SPIDER-MAN INNOCENT...
WHEN EVEN HE CAN'T HELP US NOW?
I'M HOPING THAT HE RETURNS!
HAH! THE TRAIL GROWS EVER WARMER!
11.

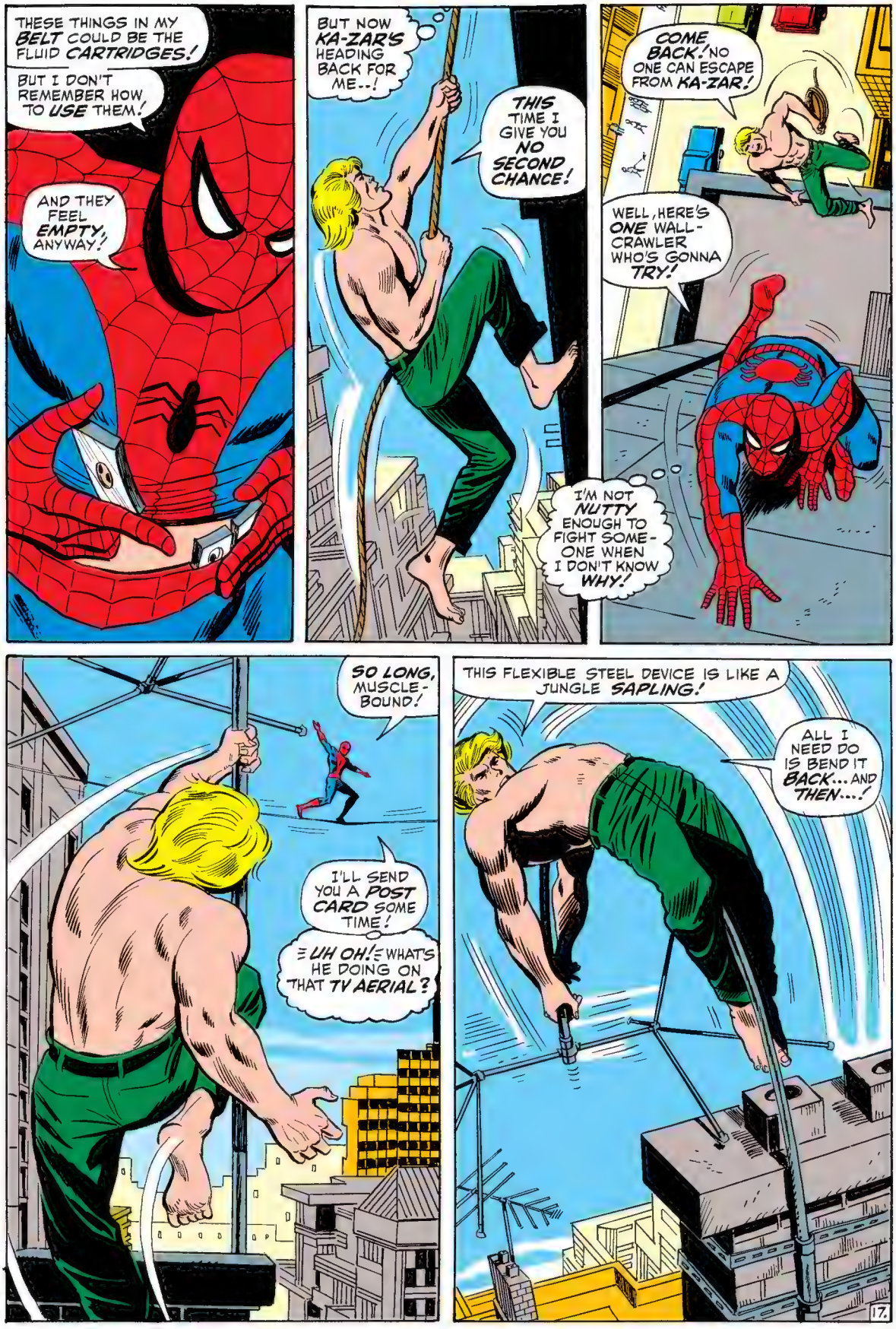

THEN, AFTER ANOTHER SHORT INTERVAL OF SKYSCRAPER-SWINGING ---
I AM ALMOST UPON HIM!
THE FAINT TRACE OF A GOSSAMER-THIN WEBBING!
NONE BUT KA-ZAR COULD HAVE SIGHTED IT!
WHILE, JUST AROUND THE CORNER ---
SURELY, A NEWSPAPER MIGHT HELP ME TO REMEMBER!
--IF I COULD SEE THE OLD CLIPPINGS!
SPIDER-MAN!!
OH... YOU KNOW ME!
DON'T CALL THE POLICE! I WON'T HURT YOU!
I'VE LOST MY MEMORY...
ALL I WANT IS INFORMATION!
AND SOMEONE'S GOT TO HELP ME RECAPTURE MY PAST!
I'LL HELP! I'LL HELP!!
THAP!
THE LAW THINKS I WAS THE PARTNER OF DR. OCTOPUS!
BUT, I CAN'T BELIEVE IT!
ARE THERE NEWSPAPER RECORDS OF US WORKING TOGETHER IN THE PAST?
YOU... REALLY MEAN... WHAT YOU'RE SAYING!
YOU REALLY DON'T REMEMBER, DO YOU?
THE PAST IS LIKE A CLOSED DOOR TO ME!
IF HE DOESN'T REMEMBER THAT OCTOPUS WAS HIS ENEMY...
THEN HE DOESN'T REMEMBER ABOUT ME, EITHER!
THIS IS YOUR CHANCE, JONAH!
---DON'T FUMBLE THE BALL!
YOU'VE COME TO THE RIGHT PLACE, MY BOY!
JOLLY JONAH JAMESON IS JUST THE MAN TO HELP YOU!
I'VE ALWAYS BEEN A FAITH-FUL FAN OF YOURS!
A FAN??
YES! YES! YES!
YOU'RE MY ABSOLUTE IDOL!
THOUGH I LIKE YOU BETTER WITHOUT YOUR MASK!
THEN... YOU KNOW WHO I AM?
IT'S WORKING! IT'S WORKING!
12

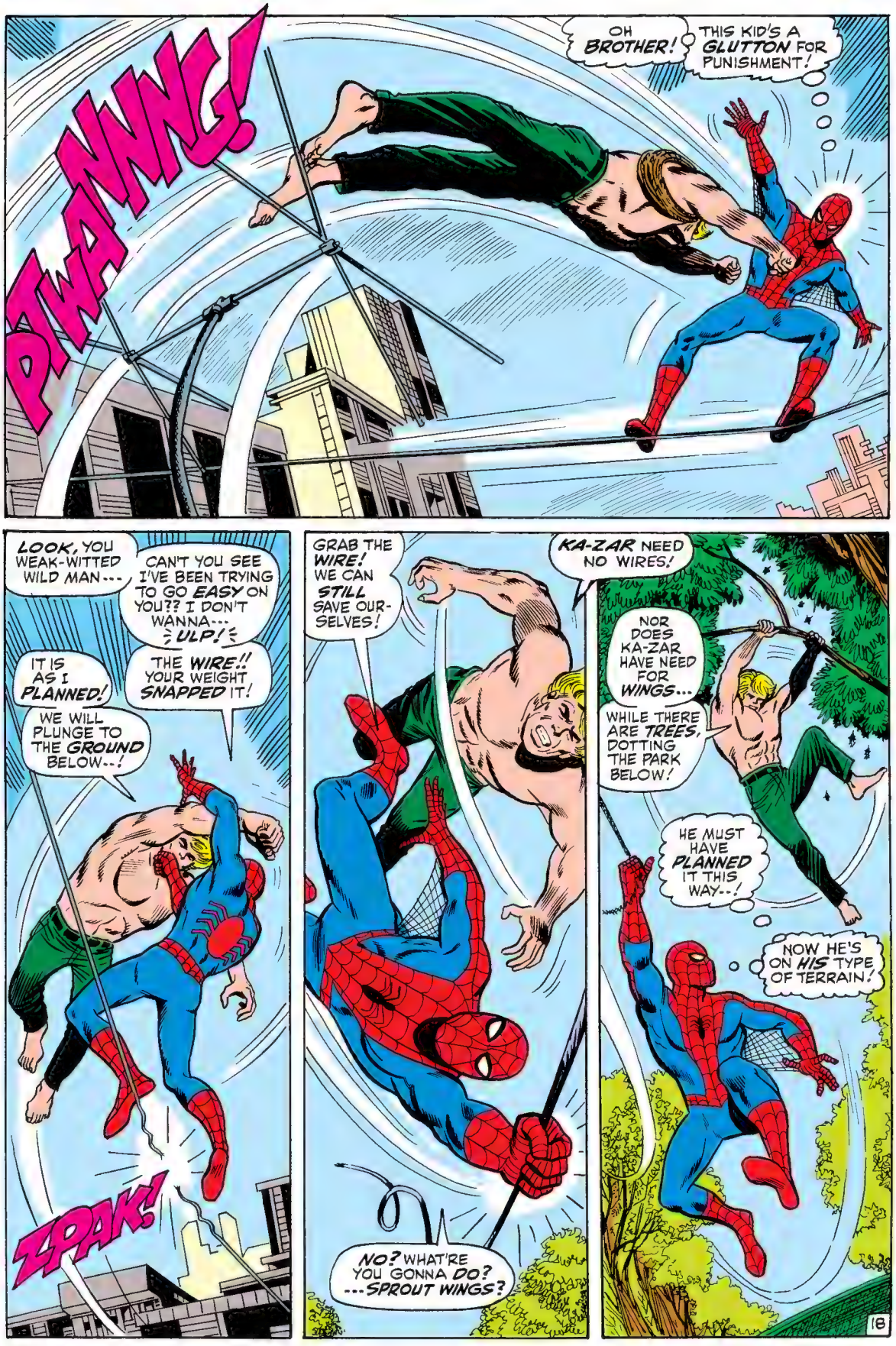

BUT, BEFORE THE UNCOMPREHENDING AMNESIAC CAN REMOVE HIS MASK...
KA-ZAR!
AT LAST I'VE FOUND YOU!
NOT NOW, YOU FOOL!! NOT NOW!
I ALMOST HAD HIM!
NOW WHAT..?
GO AWAY! LET ME DO IT!
IT'S MY CHANCE TO REALLY BE A HERO!
HE WAS JUST STARTING TO TRUST ME..!
YOU TOLD ME TO CATCH SPIDER-MAN!
BUT I DIDN'T MEAN RIGHT NOW!
HE DARES TO LUNGE AT ME!
AT KA-ZAR... WHO CAN DODGE THE ATTACK OF THE FASTEST CHEETAH!
HE'S RIGHT!
HE SIDE-STEPPED LIKE A PRO!
WHO NEEDED KA-ZAR?!!
ANOTHER TWO SECONDS AND I'D HAVE KNOWN WHO HE IS!!
13.

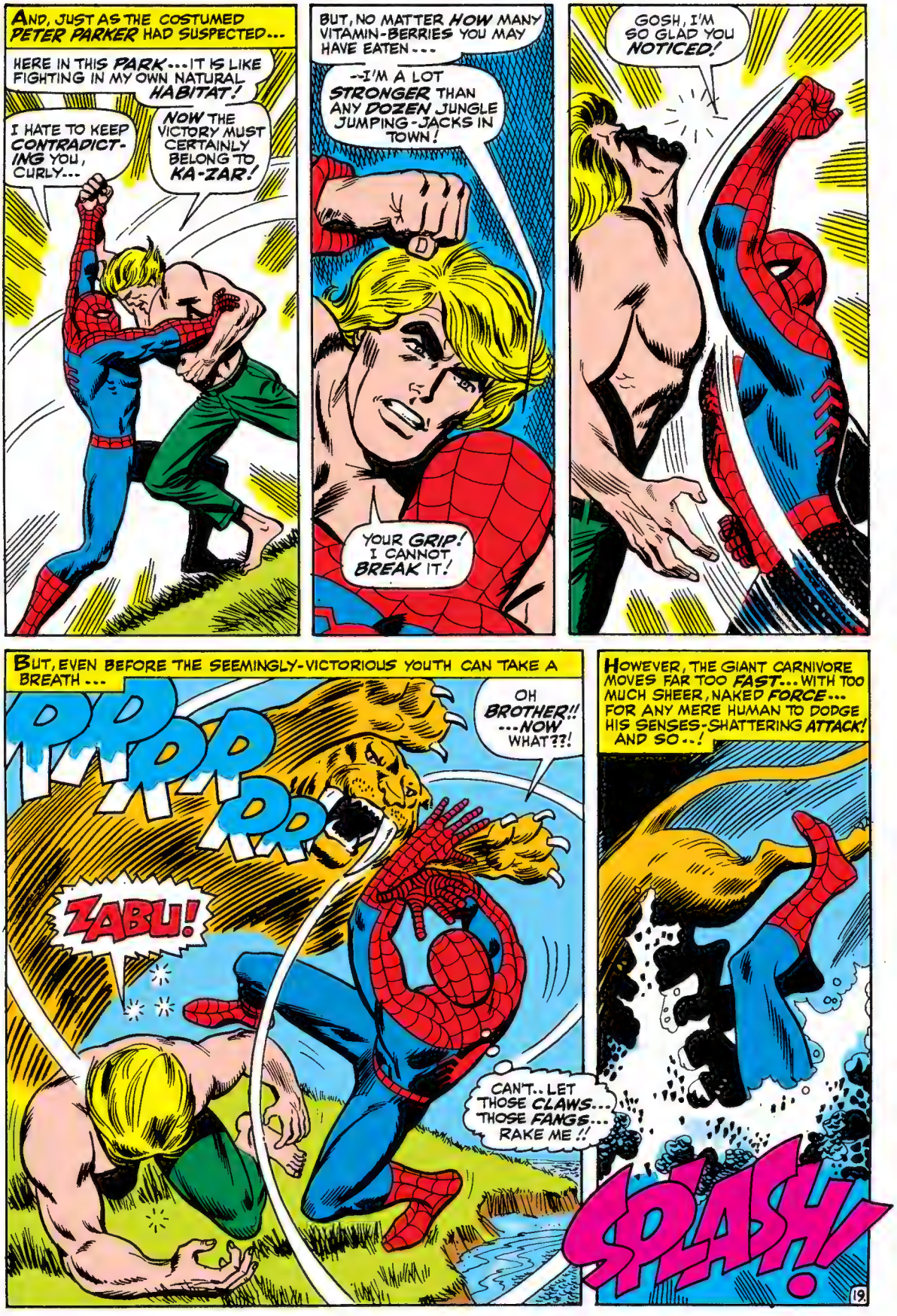

I'LL LET MYSELF KEEP GOING OUT THE WINDOW, AND THEN TOSS MY WEB AT---
HEY!!
GOT YOU!
I DON'T KNOW WHO HE IS---
BUT I HEARD THAT MOUSTACHED MANIAC CALL HIM KA-ZAR!
AND IT SURE LOOKS LIKE HE'S NO FRIEND OF MINE!
STOP SQUIRMING!
YOU CANNOT ESCAPE FROM KA-ZAR'S SNARE!
OH NO??
UNHHH!
DIDN'T EXPECT ME TO PULL YOU OFF-BALANCE WITH MY FOOT, DID YOU?
HAVE TO BRACE MYSELF---SO I DON'T LET HIM FALL!
WOW! HOW EASILY HE GRABBED ONTO THAT POLE!
HE DOESN'T NEED ANY HELP!
KA-ZAR IS IN LUCK!
YOU ARE TRULY A WORTHY FOE!

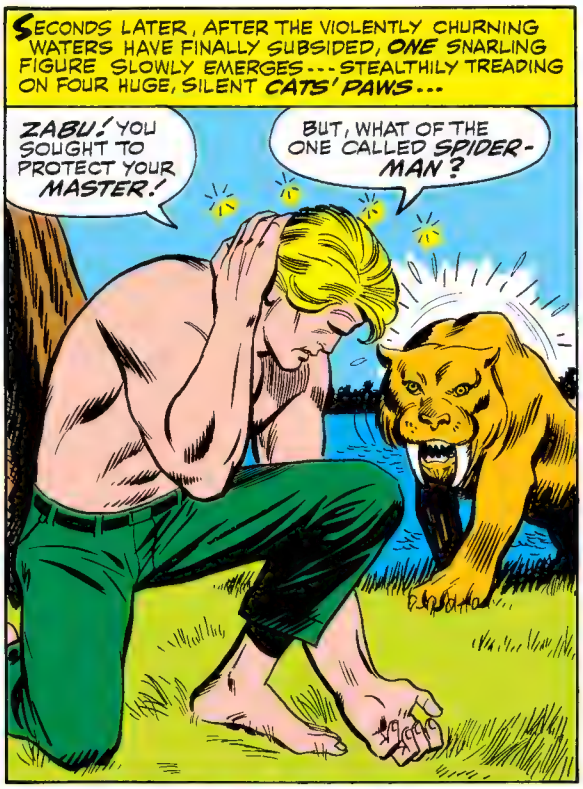

I REGRET THAT YOU ARE STEEPED IN THE WAYS OF VILLAINY!
ONE SUCH AS YOU MIGHT HAVE MADE A FITTING FRIEND FOR KA-ZAR!
=WHEW!= RIGHT NOW IT LOOKS LIKE I CAN USE ALL THE FRIENDS I CAN GET!
BUT HOW DO YOU GET FRIENDLY WITH A FREE-SWINGING CLOWN WHOSE BODY-SCISSORS GRIP FEELS LIKE A STEEL VISE?!!
SURRENDER, MASKED MAN!
SURRENDER, OR I CONTINUE THE PRESSURE TILL YOU BLACK OUT!
'ZAT SO?
=UHHHH!=
WOP!
I HATE TO BE A SPOIL-SPORT...
BUT I'VE ALREADY HAD MY NAP!
AND I'M NOT ABOUT TO TAKE ANOTHER ONE!
15.

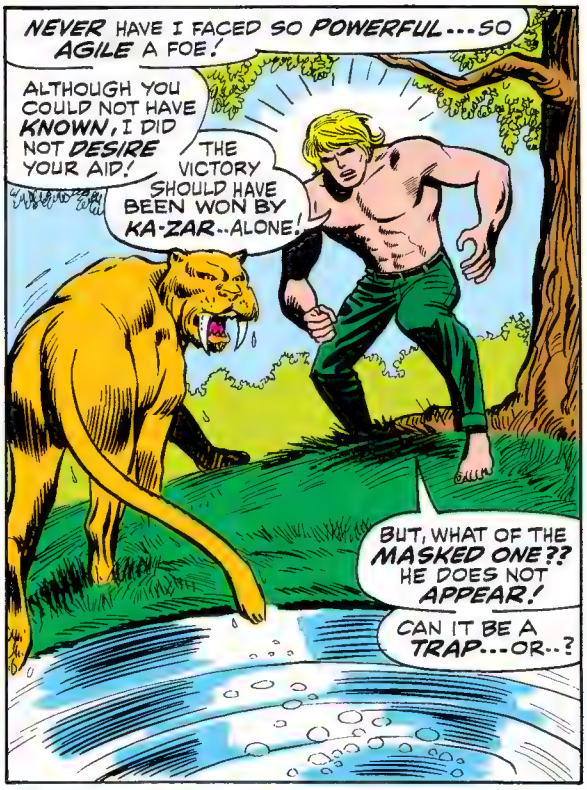

HE'S FALLING!
I--I DIDN'T WANT TO KILL HIM!
AT THAT SELFSAME SPLIT-SECOND, WITHIN A TIGHTLY-LOCKED HOTEL ROOM, A GIANT SABER-TOOTH SENSES THE GRAVE DANGER WHICH CONFRONTS HIS JUNGLE-BRED MASTER...
AND THEN, WITH A DEEP-THROATED, SPINE-CHILLING ROAR...
KRRAKK
A TIGER... IN THE LOBBY!
IT HAS TO BE... SOME KIND OF GAG..
BELLBOY!! I'M CHECKIN' OUT!
GANG-WAY!
MEANWHILE, BACK ON THE ROOFTOP...
HE SAVED HIMSELF..!
THWOK
HE HANDLED THAT GRAPPLING HOOK LIKE HE WAS BORN CARRYING IT!
I'LL USE MY WEBBING TO SWING DOWN AND... HEY!
NOW WHAT??!
I PRESS THE DOOHICKEY.. AND NOTHING HAPPENS!
I'M--OUT OF WEB FLUID!
16.

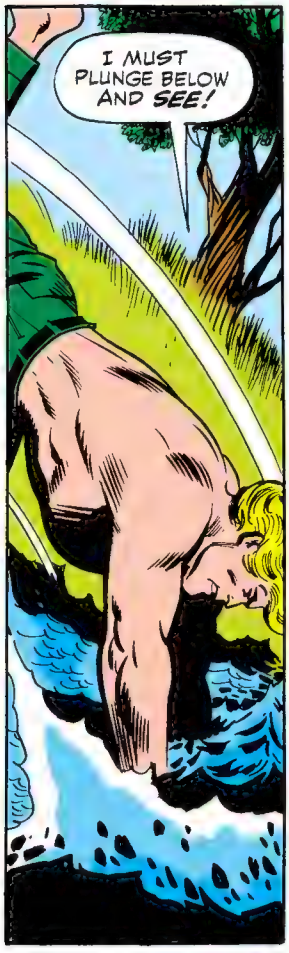

THESE THINGS IN MY BELT COULD BE THE FLUID CARTRIDGES!
BUT I DON'T REMEMBER HOW TO USE THEM!
AND THEY FEEL EMPTY, ANYWAY!
BUT NOW KA-ZAR'S HEADING BACK FOR ME--!
THIS TIME I GIVE YOU NO SECOND CHANCE!
COME BACK! NO ONE CAN ESCAPE FROM KA-ZAR!
WELL, HERE'S ONE WALL-CRAWLER WHO'S GONNA TRY!
I'M NOT NUTTY ENOUGH TO FIGHT SOMEONE WHEN I DON'T KNOW WHY!
SO LONG, MUSCLE-BOUND!
I'LL SEND YOU A POST CARD SOME TIME!
=UH OH!= WHAT'S HE DOING ON THAT TV AERIAL?
THIS FLEXIBLE STEEL DEVICE IS LIKE A JUNGLE SAPLING!
ALL I NEED DO IS BEND IT BACK... AND THEN...!
17.

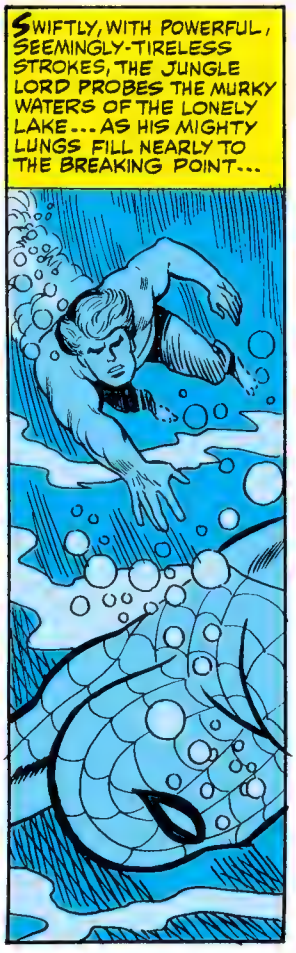

PTWANNG!
OH BROTHER!
THIS KID'S A GLUTTON FOR PUNISHMENT!
LOOK, YOU WEAK-WITTED WILD MAN---
CAN'T YOU SEE I'VE BEEN TRYING TO GO EASY ON YOU?? I DON'T WANNA--- ULP!
IT IS AS I PLANNED!
THE WIRE!! YOUR WEIGHT SNAPPED IT!
WE WILL PLUNGE TO THE GROUND BELOW--!
ZPAK!
GRAB THE WIRE! WE CAN STILL SAVE OURSELVES!
KA-ZAR NEED NO WIRES!
NO? WHAT'RE YOU GONNA DO? ---SPROUT WINGS?
NOR DOES KA-ZAR HAVE NEED FOR WINGS...
WHILE THERE ARE TREES, DOTTING THE PARK BELOW!
HE MUST HAVE PLANNED IT THIS WAY--!
NOW HE'S ON HIS TYPE OF TERRAIN!
18

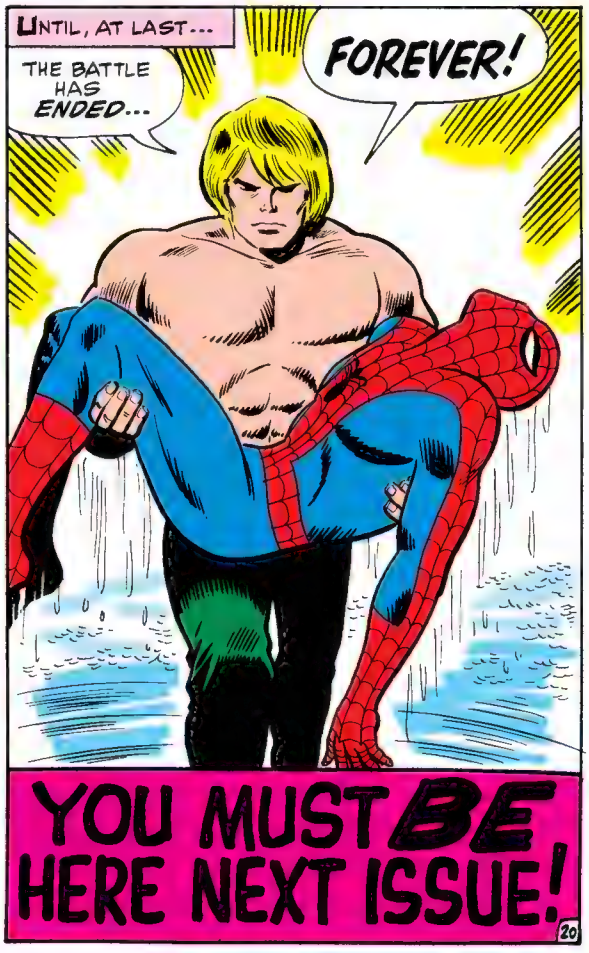

AND, JUST AS THE COSTUMED PETER PARKER HAD SUSPECTED...
HERE IN THIS PARK...IT IS LIKE FIGHTING IN MY OWN NATURAL HABITAT!
I HATE TO KEEP CONTRADICTING YOU, CURLY...
NOW THE VICTORY MUST CERTAINLY BELONG TO KA-ZAR!
BUT, NO MATTER HOW MANY VITAMIN-BERRIES YOU MAY HAVE EATEN...
--I'M A LOT STRONGER THAN ANY DOZEN JUNGLE JUMPING-JACKS IN TOWN!
YOUR GRIP! I CANNOT BREAK IT!
GOSH, I'M SO GLAD YOU NOTICED!
BUT, EVEN BEFORE THE SEEMINGLY-VICTORIOUS YOUTH CAN TAKE A BREATH...
PPPPPPP
ZABU!
OH BROTHER!! ...NOW WHAT??!
CAN'T.. LET THOSE CLAWS... THOSE FANGS... RAKE ME!!
HOWEVER, THE GIANT CARNIVORE MOVES FAR TOO FAST... WITH TOO MUCH SHEER, NAKED FORCE... FOR ANY MERE HUMAN TO DODGE HIS SENSES-SHATTERING ATTACK! AND SO..!
SPLASH!
19


SECONDS LATER, AFTER THE VIOLENTLY CHURNING WATERS HAVE FINALLY SUBSIDED, ONE SNARLING FIGURE SLOWLY EMERGES---STEALTHILY TREADING ON FOUR HUGE, SILENT CATS' PAWS...
ZABU! YOU SOUGHT TO PROTECT YOUR MASTER!
BUT, WHAT OF THE ONE CALLED SPIDER-MAN?


NEVER HAVE I FACED SO POWERFUL---SO AGILE A FOE!
ALTHOUGH YOU COULD NOT HAVE KNOWN, I DID NOT DESIRE YOUR AID!
THE VICTORY SHOULD HAVE BEEN WON BY KA-ZAR--ALONE!
BUT, WHAT OF THE MASKED ONE?? HE DOES NOT APPEAR!
CAN IT BE A TRAP...OR..?


I MUST PLUNGE BELOW AND SEE!


SWIFTLY, WITH POWERFUL, SEEMINGLY-TIRELESS STROKES, THE JUNGLE LORD PROBES THE MURKY WATERS OF THE LONELY LAKE...AS HIS MIGHTY LUNGS FILL NEARLY TO THE BREAKING POINT...


UNTIL, AT LAST...
THE BATTLE HAS ENDED...
FOREVER!
YOU MUST BE HERE NEXT ISSUE!

the AMAZING
SPIDER-MAN
TM
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
58 MAR
MCG
TO KILL A SPIDER-MAN!
WOW! LOOK WHO'S BACK!

THE AMAZING SPIDER-MAN!™
TO KILL A SPIDER-MAN!
ANYONE ELSE MIGHT HAVE THOUGHT SPIDEY WAS DEAD WHEN KA-ZAR FISHED HIM OUT OF THE LAKE LAST ISH---AND SO DID THE SAVAGE NOBLE-MAN---UNTIL HIS JUNGLE-BRED INSTINCTS REVEALED...
THE MASKED MAN STILL LIVES!
NOW THAT HE IS VANQUISHED...
I MUST TAKE HIM TO A PLACE OF SAFETY AND LEARN THE TRUTH ABOUT HIM!
WOW! TRY TO BEAT THIS COMBO IF YOU CAN...
SPECTACULAR SCRIPT: SMILIN' STAN LEE
BRILLIANT BREAKDOWN: JAZZY JOHNNY ROMITA
FABULOUS FINALIZING: DASHIN' DONNY HECK
EXOTIC EMBELLISHMENT: MIGHTY MICKEY DEMEO
LUSCIOUS LETTERING: SWINGIN' SAMMY ROSEN
AND, IN THE IMMORTAL WORDS OF IRVING FORBUSH...
=WHEW!=
POLICE

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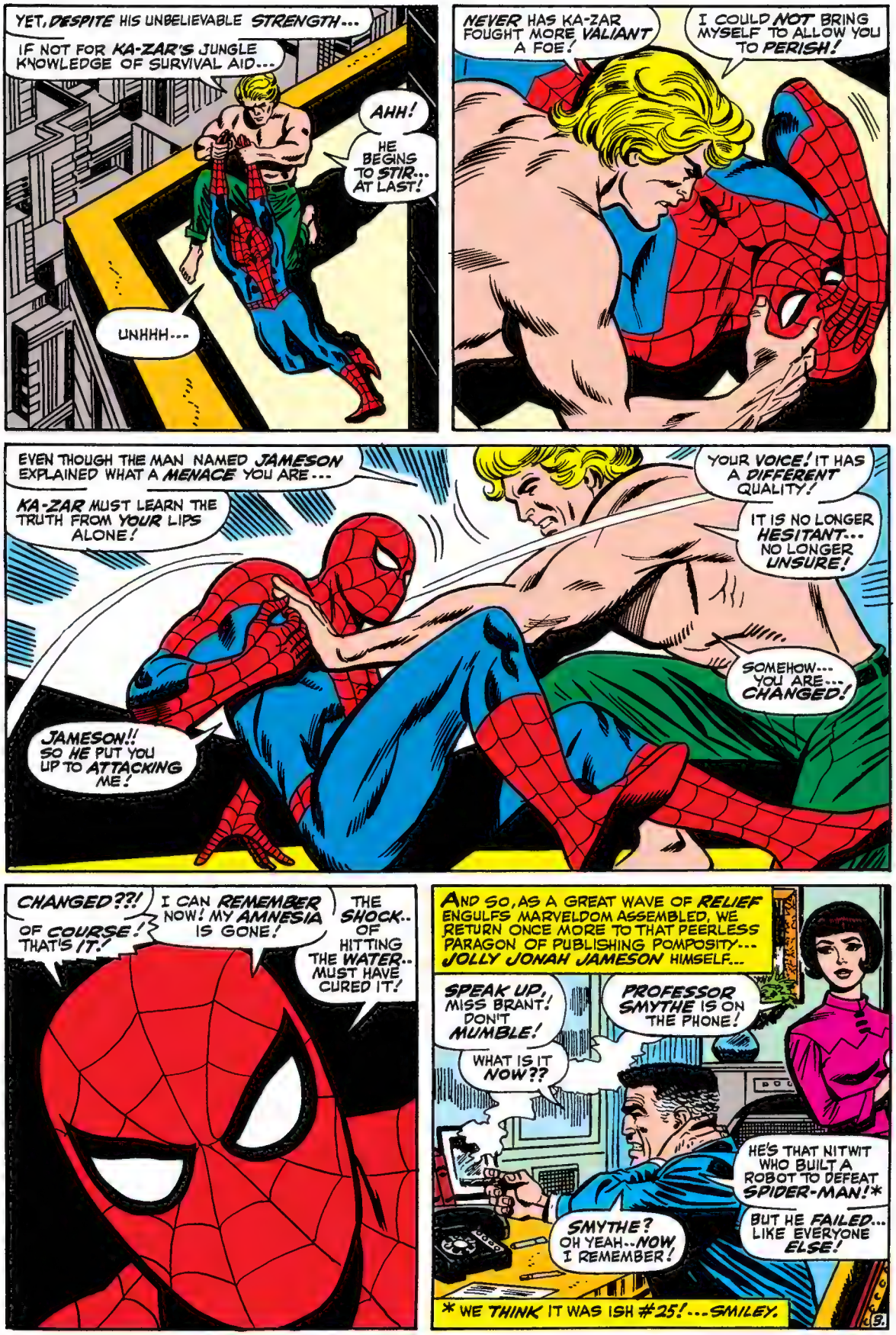
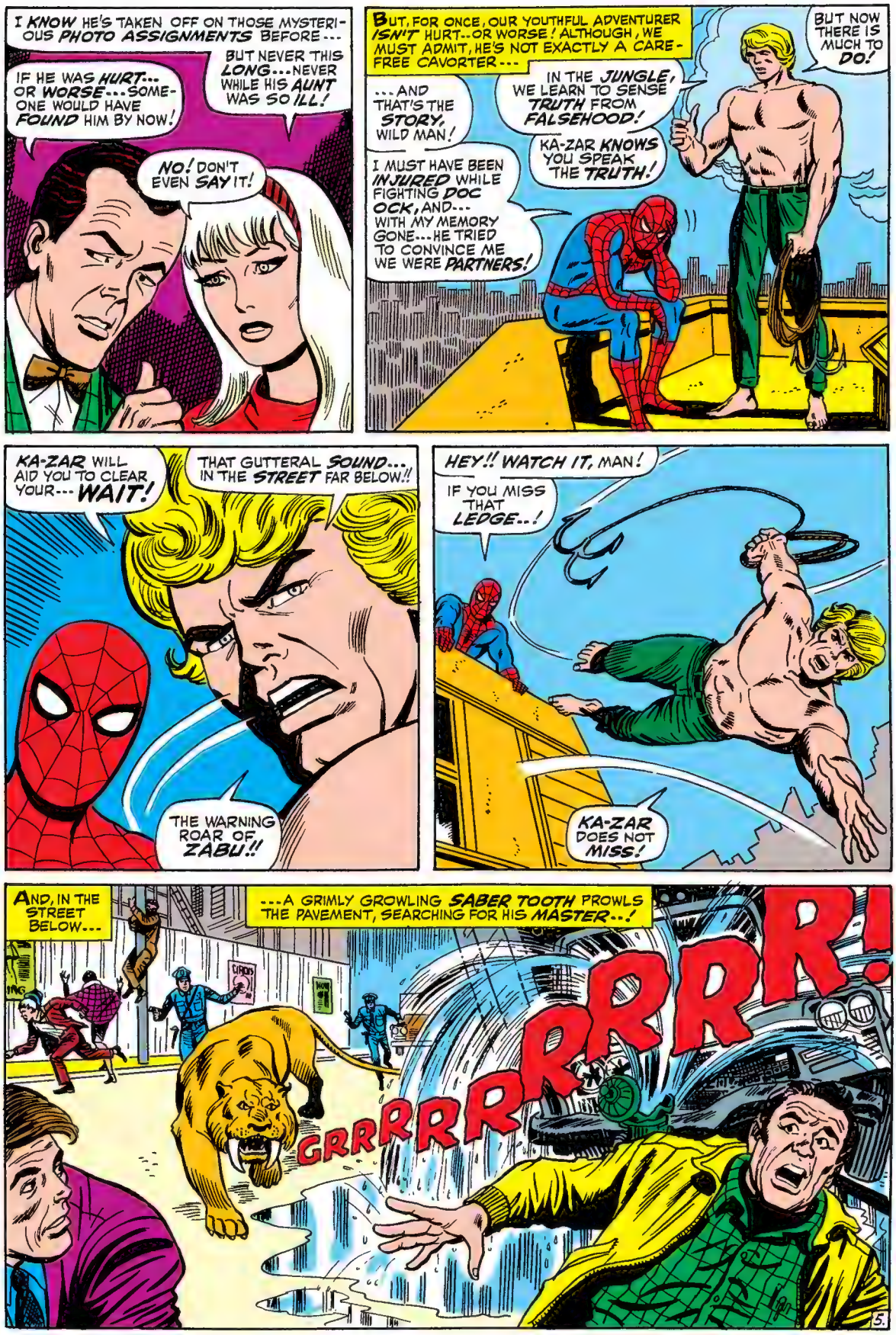
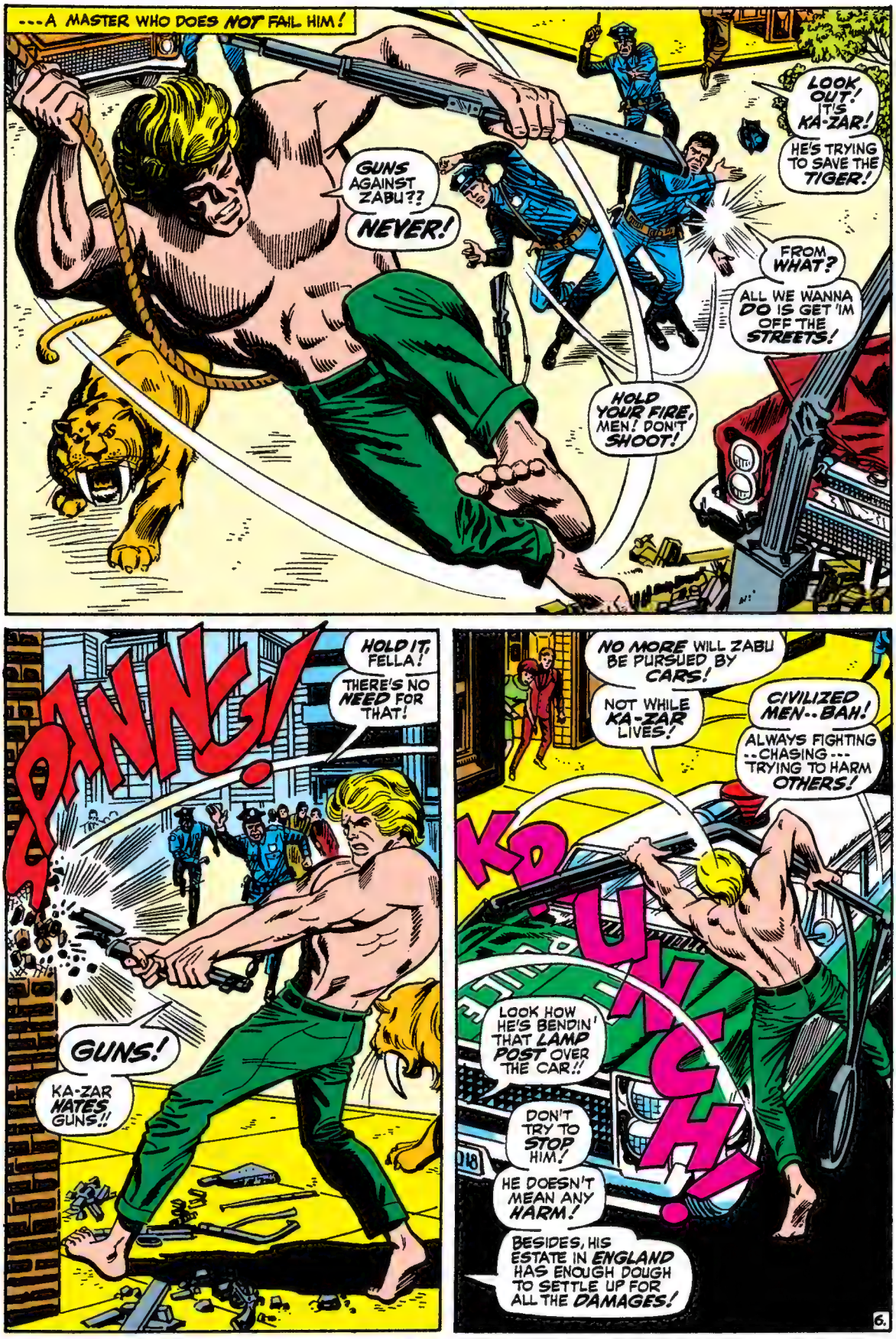
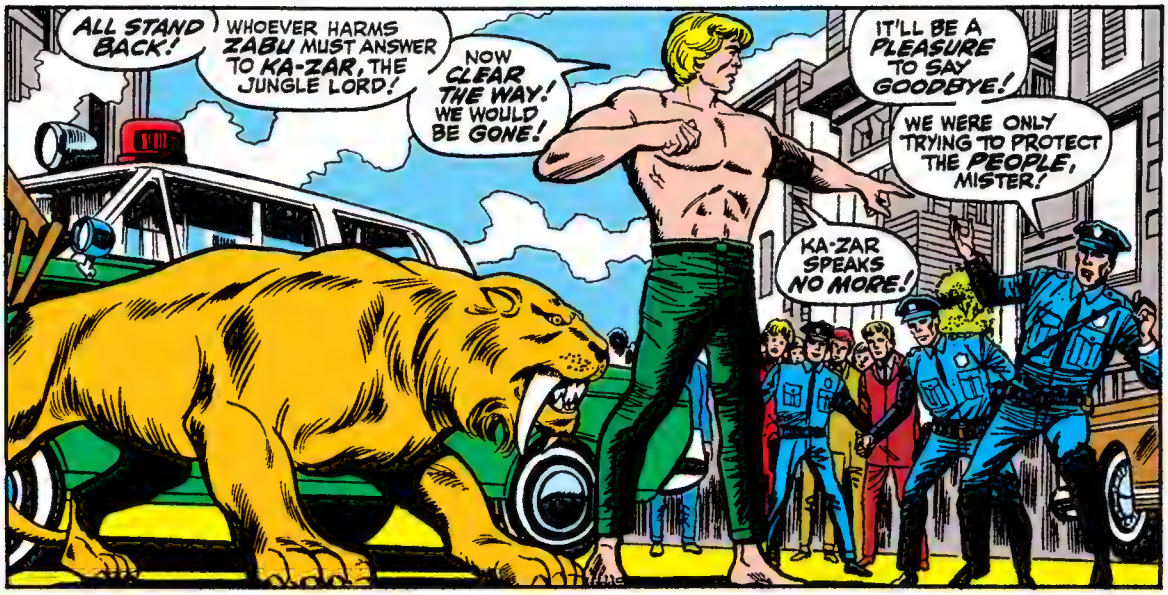
I DON'T GET IT!
I THOUGHT KA-ZAR WAS ON OUR SIDE!
NOW THAT HE DEFEATED THE WEB-SLINGER, WHY IS HE TAKING HIM AWAY FROM US?
HE DIDN'T BEAT HIM---IT WAS THAT SABER-TOOTHED TI---LOOK OUT!
IT'S ZABU!! HE LEFT 'IM BEHIND!
HE'S CROUCHING.. GETTING READY--- TO ATTACK..!
PRRRRRRRRR
RRR
HIS CLAWS ARE SHEATHED!
HE'S NOT TRYING TO INJURE US!
HE'S FOLLOWING KA-ZAR'S ORDERS!
HE'S RUNNING AWAY! THAT PROVES IT..!
HIS ONLY PURPOSE WAS TO SCATTER US LONG ENOUGH FOR HIS MASTER TO ESCAPE!
A JUNGLE WILD MAN AND A SABER-TOOTH TIGER..!
HOW DO YOU HANDLE A PARLAY LIKE THAT?!!
SOME TIME LATER, HIGH ABOVE THE BUSTLING METROPOLIS, OUR COSTUMED WALL-CRAWLER MAY SOON BE CONFRONTED WITH THAT SAME PROBLEM ---
ANOTHER MAN WITH SO MUCH WATER IN HIS LUNGS WOULD HAVE SURELY PERISHED!
THUS, IT IS AS I SUSPECTED...
MY COSTUMED FOE IS POSSESSED OF SUPERHUMAN POWERS!
2.

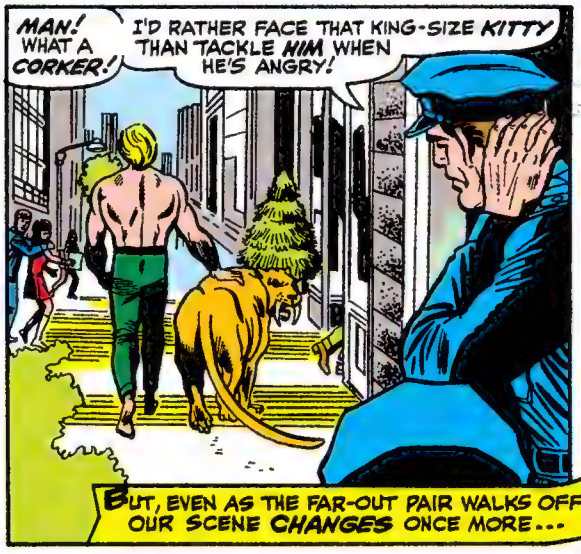

YET, DESPITE HIS UNBELIEVABLE STRENGTH...
IF NOT FOR KA-ZAR'S JUNGLE KNOWLEDGE OF SURVIVAL AID...
AHH!
HE BEGINS TO STIR... AT LAST!
UNHHH...
NEVER HAS KA-ZAR FOUGHT MORE VALIANT A FOE!
I COULD NOT BRING MYSELF TO ALLOW YOU TO PERISH!
EVEN THOUGH THE MAN NAMED JAMESON EXPLAINED WHAT A MENACE YOU ARE...
KA-ZAR MUST LEARN THE TRUTH FROM YOUR LIPS ALONE!
YOUR VOICE! IT HAS A DIFFERENT QUALITY!
IT IS NO LONGER HESITANT... NO LONGER UNSURE!
SOMEHOW... YOU ARE... CHANGED!
JAMESON!! SO HE PUT YOU UP TO ATTACKING ME!
CHANGED??!
OF COURSE! THAT'S IT!
I CAN REMEMBER NOW! MY AMNESIA IS GONE!
THE SHOCK.. OF HITTING THE WATER.. MUST HAVE CURED IT!
AND SO, AS A GREAT WAVE OF RELIEF ENGULFS MARVELDOM ASSEMBLED, WE RETURN ONCE MORE TO THAT PEERLESS PARAGON OF PUBLISHING POMPOSITY... JOLLY JONAH JAMESON HIMSELF...
SPEAK UP, MISS BRANT! DON'T MUMBLE!
PROFESSOR SMYTHE IS ON THE PHONE!
WHAT IS IT NOW??
HE'S THAT NITWIT WHO BUILT A ROBOT TO DEFEAT SPIDER-MAN!*
BUT HE FAILED... LIKE EVERYONE ELSE!
SMYTHE? OH YEAH--NOW I REMEMBER!
* WE THINK IT WAS ISH #25!...SMILEY.
13.

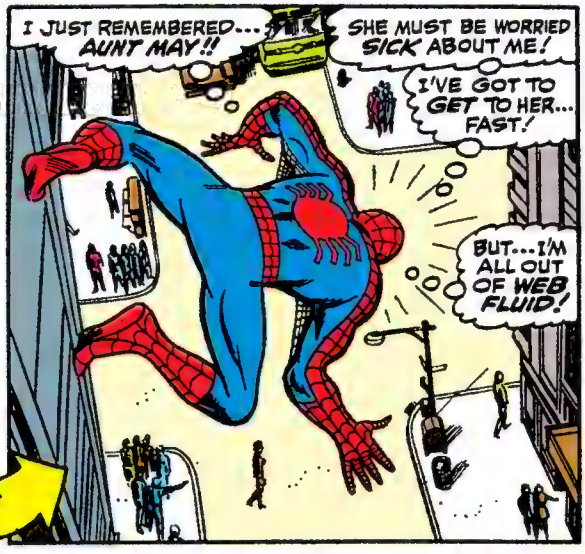
SMYTHE? THIS IS JAMESON!
WHAT'S THAT? YOU'VE GOT A NEW HARE-BRAINED SCHEME FOR POLISHING OFF SPIDER-MAN?!!
DIDN'T THINK YOU'D HAVE THE NERVE TO CALL ME --- AFTER YOUR LAST FIASCO!
GO TELL IT TO CITY HALL, YA BUM!
NOW CALM DOWN, JJ!
I'M JUST AS DISAPPOINTED AS YOU ARE ABOUT OUR PREVIOUS FAILURE! BUT...
WE NOW HAVE A CHANCE TO COMPLETELY CRUSH THE WEB-SPINNER!
AND THIS TIME --- IT CAN'T FAIL!
BUT, IF SPIDEY HAS UNRELENTING ENEMIES... HE ALSO HAS DEDICATED SUPPORTERS... SUCH AS---
I JUST CAME TO SAY GOODBYE, MR. STACY!
I'M SORRY I CAN'T STAY TO HELP CLEAR SPIDER-MAN!
MY NEW ORDERS FINALLY ARRIVED... AND I'M HEADED OVERSEAS!
SO AM I, COLONEL!
EVEN THOUGH YOU'VE RETIRED FROM THE POLICE, DO YOU THINK THERE'S A CHANCE..?
DON'T WORRY, MY BOY!
I FIND THIS SPIDER-MAN MATTER COMPLETELY FASCINATING!
I WON'T REST TILL I GET TO THE BOTTOM OF IT!
BUT, WHAT ABOUT YOUR FATHER? DOES HE STILL HATE SPIDER-MAN WITH THE SAME FANATICISM AS EVER?
I'M AFRAID SO, CAPTAIN! IT'S BECOME QUITE A SORE POINT BETWEEN US!
I'VE KNOWN MEN LIKE JONAH JAMESON BEFORE! IRON-WILLED, VAIN, AND UNWILLING OR UNABLE TO EVER CHANGE THEIR MINDS!
TAXI
I'D BETTER TELL HIM GOODBYE BEFORE I GO!
AND WOULD YOU GIVE MY REGARDS TO YOUR DAUGHTER, GWEN, AS WELL?
CERTAINLY, COLONEL! I THINK SHE'S AT THE HOSPITAL NOW, VISITING MRS. PARKER!
AND IF YOU THINK IT WAS EASY TO SQUEEZE ALL OF THAT INTO ONE PANEL, FORGET IT! ANYWAY, SPEAKING OF GORGEOUS GWENDOLYN---
I'M AFRAID SHE CAN'T SEE ANYONE RIGHT NOW!
THE ONLY ONE SHE KEEPS CALLING FOR IS HER NEPHEW... PETER!
IF ONLY WE KNEW WHERE TO FIND HIM!
DON'T WORRY GWEN! HE'S BOUND TO SHOW UP!


I KNOW HE'S TAKEN OFF ON THOSE MYSTERIOUS PHOTO ASSIGNMENTS BEFORE---
BUT NEVER THIS LONG...NEVER WHILE HIS AUNT WAS SO ILL!
IF HE WAS HURT... OR WORSE...SOMEONE WOULD HAVE FOUND HIM BY NOW!
NO! DON'T EVEN SAY IT!
BUT, FOR ONCE, OUR YOUTHFUL ADVENTURER ISN'T HURT--OR WORSE! ALTHOUGH, WE MUST ADMIT, HE'S NOT EXACTLY A CARE-FREE CAVORTER---
BUT NOW THERE IS MUCH TO DO!
IN THE JUNGLE, WE LEARN TO SENSE TRUTH FROM FALSEHOOD!
KA-ZAR KNOWS YOU SPEAK THE TRUTH!
...AND THAT'S THE STORY, WILD MAN!
I MUST HAVE BEEN INJURED WHILE FIGHTING DOC OCK, AND--- WITH MY MEMORY GONE---HE TRIED TO CONVINCE ME WE WERE PARTNERS!
KA-ZAR WILL AID YOU TO CLEAR YOUR--- WAIT!
THAT GUTTERAL SOUND... IN THE STREET FAR BELOW!!
THE WARNING ROAR OF ZABU!!
HEY!! WATCH IT, MAN!
IF YOU MISS THAT LEDGE..!
KA-ZAR DOES NOT MISS!
AND, IN THE STREET BELOW...
---A GRIMLY GROWLING SABER TOOTH PROWLS THE PAVEMENT, SEARCHING FOR HIS MASTER..!
GRRRRRR
RRRR!
5.

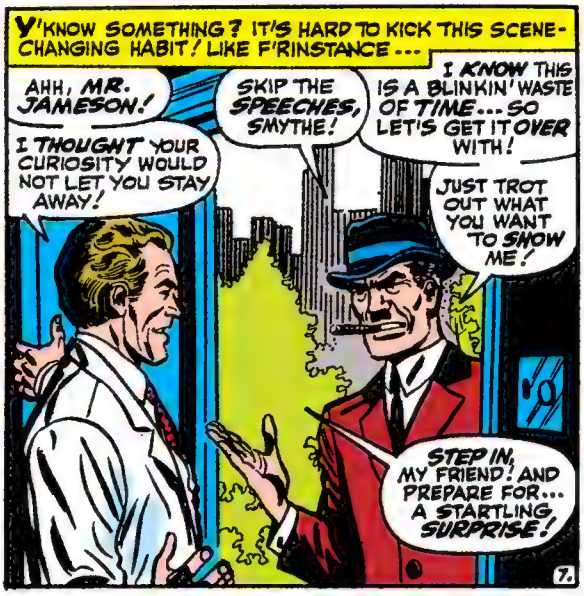

---A MASTER WHO DOES NOT FAIL HIM!
GUNS AGAINST ZABU??
NEVER!
LOOK, OUT! IT'S KA-ZAR!
HE'S TRYING TO SAVE THE TIGER!
FROM WHAT?
ALL WE WANNA DO IS GET 'IM OFF THE STREETS!
HOLD YOUR FIRE, MEN! DON'T SHOOT!
PANG!
HOLD IT, FELLA!
THERE'S NO NEED FOR THAT!
GUNS!
KA-ZAR HATES GUNS!!
NO MORE WILL ZABU BE PURSUED BY CARS!
NOT WHILE KA-ZAR LIVES!
CIVILIZED MEN--BAH!
ALWAYS FIGHTING --CHASING--- TRYING TO HARM OTHERS!
KD
UNCH!
LOOK HOW HE'S BENDIN' THAT LAMP POST OVER THE CAR!!
DON'T TRY TO STOP HIM!
HE DOESN'T MEAN ANY HARM!
BESIDES, HIS ESTATE IN ENGLAND HAS ENOUGH DOUGH TO SETTLE UP FOR ALL THE DAMAGES!
6.


ALL STAND BACK!
WHOEVER HARMS ZABU MUST ANSWER TO KA-ZAR, THE JUNGLE LORD!
NOW CLEAR THE WAY! WE WOULD BE GONE!
IT'LL BE A PLEASURE TO SAY GOODBYE!
WE WERE ONLY TRYING TO PROTECT THE PEOPLE, MISTER!
KA-ZAR SPEAKS NO MORE!

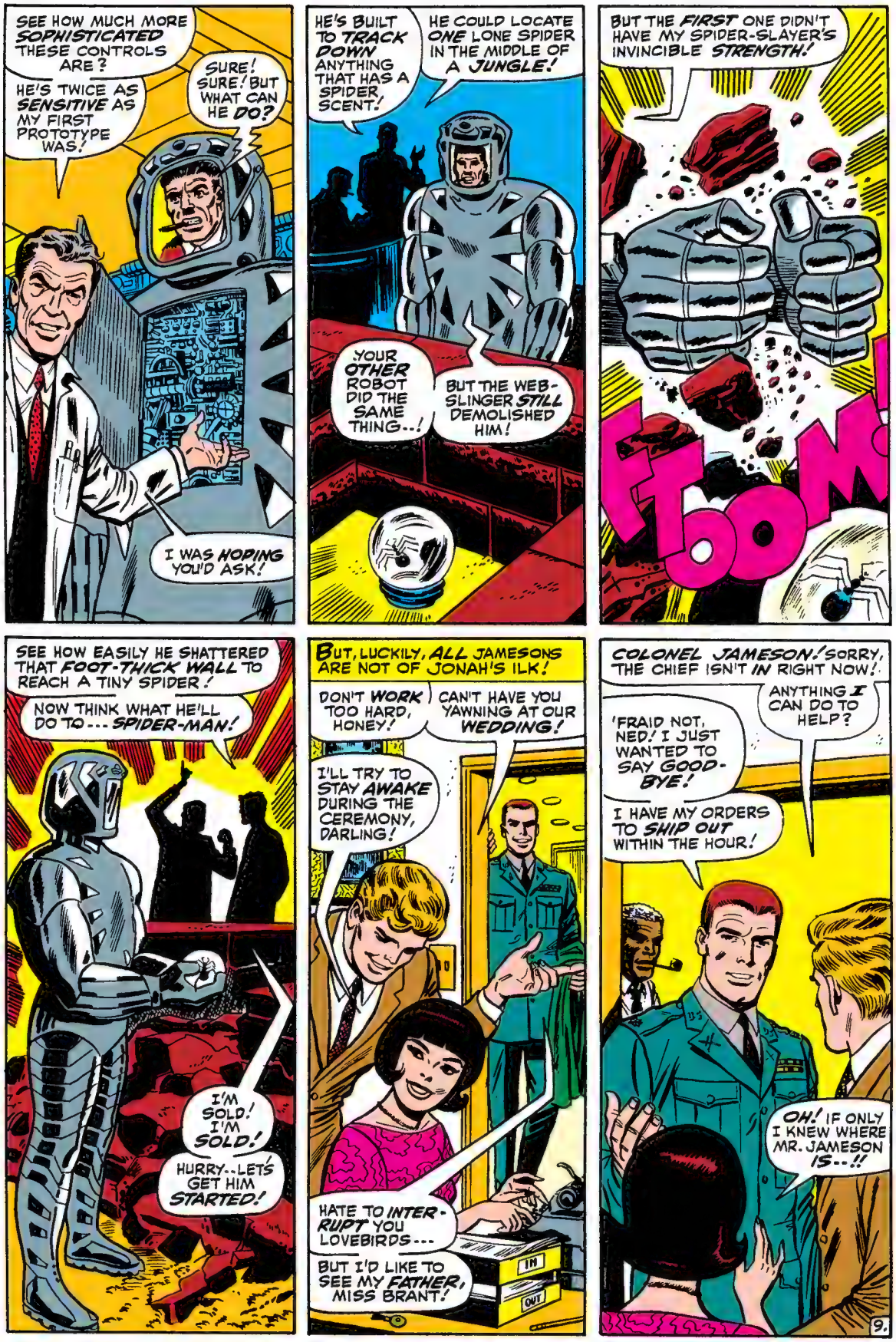

MAN! WHAT A CORKER!
I'D RATHER FACE THAT KING-SIZE KITTY THAN TACKLE HIM WHEN HE'S ANGRY!
BUT, EVEN AS THE FAR-OUT PAIR WALKS OFF OUR SCENE CHANGES ONCE MORE...

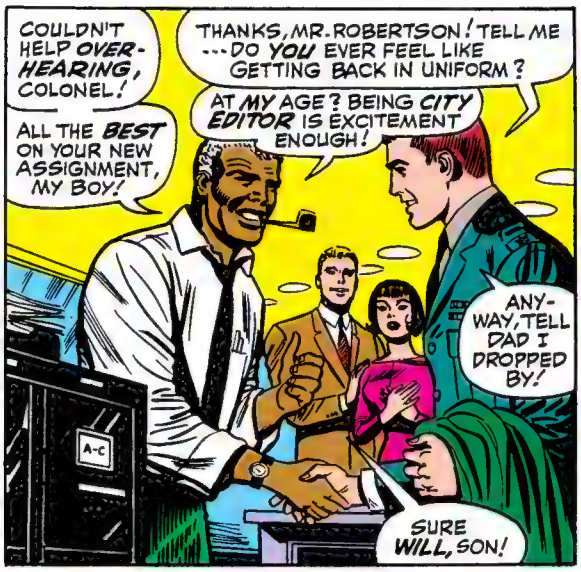

I JUST REMEMBERED... AUNT MAY!!
SHE MUST BE WORRIED SICK ABOUT ME!
I'VE GOT TO GET TO HER... FAST!
BUT...I'M ALL OUT OF WEB FLUID!

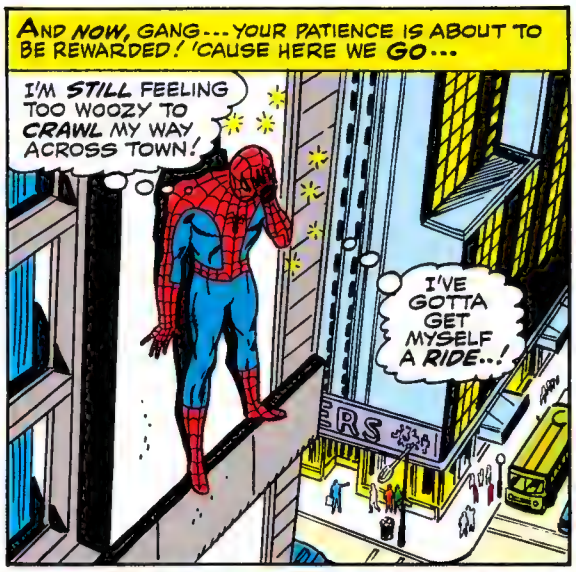
CAN'T SWING ACROSS TOWN WITHOUT IT!
I'LL HAVE TO TRAVEL BY WALL-CRAWLING!
FIRST, BACK TO THE APARTMENT... FOR MY CLOTHES!
EASY, SPIDEY! YOU'RE STILL KIND'A WOOZY..!!

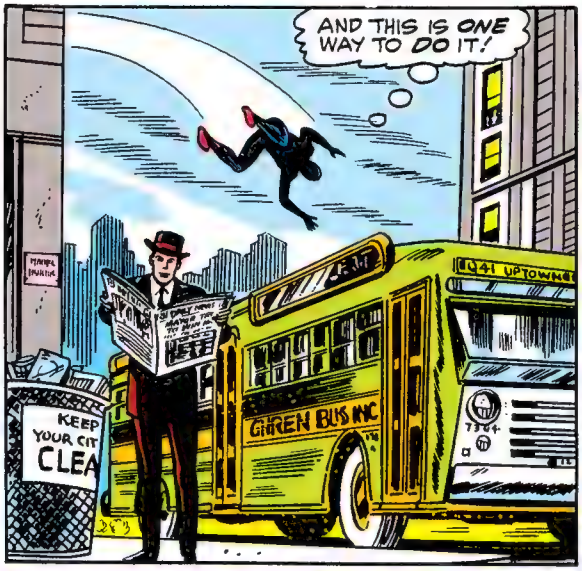

Y'KNOW SOMETHING? IT'S HARD TO KICK THIS SCENE-CHANGING HABIT! LIKE F'RINSTANCE ...
AHH, MR. JAMESON!
I THOUGHT YOUR CURIOSITY WOULD NOT LET YOU STAY AWAY!
SKIP THE SPEECHES, SMYTHE!
I KNOW THIS IS A BLINKIN' WASTE OF TIME... SO LET'S GET IT OVER WITH!
JUST TROT OUT WHAT YOU WANT TO SHOW ME!
STEP IN, MY FRIEND! AND PREPARE FOR... A STARTLING SURPRISE!

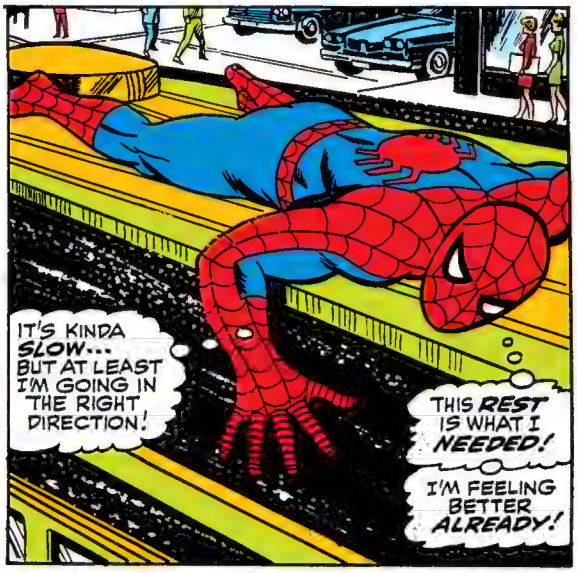
THIS IS IT, JAMESON!
I CALL IT MY INVINCIBLE SPIDER SLAYER!
YOU WILL NOTICE THAT IT IS FAR BIGGER, FAR MORE POWERFUL, FAR MORE DEADLY THAN ITS FIRST PROTOTYPE!
REMEMBER HOW MY FIRST ROBOT CAME WITHIN A HAIRS-BREADTH OF DEFEATING SPIDER-MAN?
NOW THIS ONE... BEING MANY TIMES ITS SUPERIOR, CANNOT POSSIBLY FAIL!
IT..LOOKS LIKE..IT COULD HANDLE ANYTHING... THAT LIVES!
AND SO IT CAN!
IT SHALL SLAY THE WEB-SLINGER WITHOUT MERCY!
NOW WAIT A MINUTE!!
NOBODY'S TALKING ABOUT MURDERING HIM!
I JUST WANT HIM CAPTURED, SEE?
I WANT HIM BEHIND BARS... LIKE FOREVER!
I JUST TOOK POETIC LICENSE, MR. JAMESON!
SPIDER SLAYER SOUNDS SO MUCH MORE DRAMATIC!
THERE IS NO NEED FOR YOU TO WORRY!
I TRUST MY PAYMENT WILL BE THE SAME AS BEFORE?
SURE! SURE! LET'S SEE HOW THIS CONTRAPTION WORKS AGAIN..!
IT'S PERFECT! I CAN SEE EVERYTHING THROUGH THE ROBOT'S FACE SCREEN!
AND NOW... LET ME SHOW YOU WHY OUR SUCCESS IS ASSURED THIS TIME..!
8

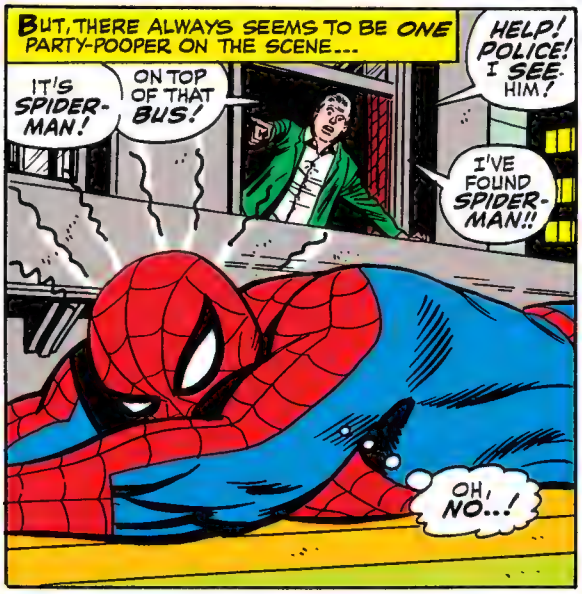

SEE HOW MUCH MORE SOPHISTICATED THESE CONTROLS ARE?
HE'S TWICE AS SENSITIVE AS MY FIRST PROTOTYPE WAS!
SURE! SURE! BUT WHAT CAN HE DO?
I WAS HOPING YOU'D ASK!
HE'S BUILT TO TRACK DOWN ANYTHING THAT HAS A SPIDER SCENT!
HE COULD LOCATE ONE LONE SPIDER IN THE MIDDLE OF A JUNGLE!
YOUR OTHER ROBOT DID THE SAME THING--!
BUT THE WEB-SLINGER STILL DEMOLISHED HIM!
BUT THE FIRST ONE DIDN'T HAVE MY SPIDER-SLAYER'S INVINCIBLE STRENGTH!
FTOOM
SEE HOW EASILY HE SHATTERED THAT FOOT-THICK WALL TO REACH A TINY SPIDER!
NOW THINK WHAT HE'LL DO TO--- SPIDER-MAN!
I'M SOLD! I'M SOLD!
HURRY--LET'S GET HIM STARTED!
BUT, LUCKILY, ALL JAMESONS ARE NOT OF JONAH'S ILK!
DON'T WORK TOO HARD, HONEY!
CAN'T HAVE YOU YAWNING AT OUR WEDDING!
I'LL TRY TO STAY AWAKE DURING THE CEREMONY, DARLING!
HATE TO INTERRUPT YOU LOVEBIRDS---
BUT I'D LIKE TO SEE MY FATHER, MISS BRANT!
IN
OUT
COLONEL JAMESON! SORRY, THE CHIEF ISN'T IN RIGHT NOW!
ANYTHING I CAN DO TO HELP?
'FRAID NOT, NED! I JUST WANTED TO SAY GOOD-BYE!
I HAVE MY ORDERS TO SHIP OUT WITHIN THE HOUR!
OH! IF ONLY I KNEW WHERE MR. JAMESON IS--!!
9.

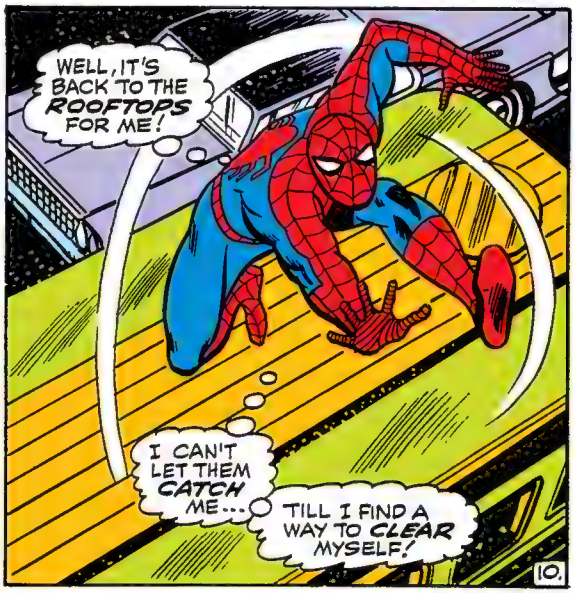

COULDN'T HELP OVER-HEARING, COLONEL!
ALL THE BEST ON YOUR NEW ASSIGNMENT, MY BOY!
THANKS, MR. ROBERTSON! TELL ME ---DO YOU EVER FEEL LIKE GETTING BACK IN UNIFORM?
AT MY AGE? BEING CITY EDITOR IS EXCITEMENT ENOUGH!
ANY-WAY, TELL DAD I DROPPED BY!
SURE WILL, SON!
A-C

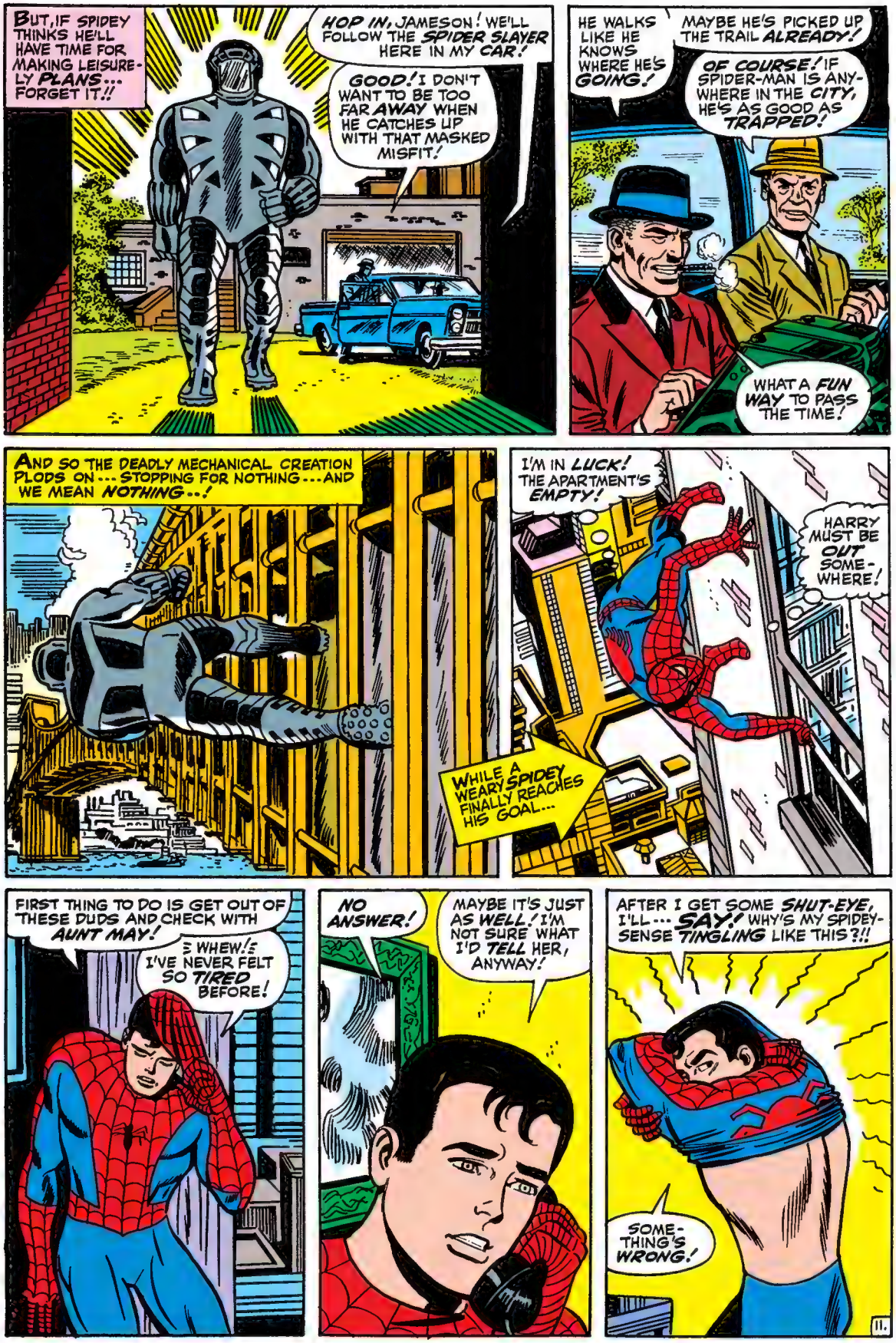

AND NOW, GANG---YOUR PATIENCE IS ABOUT TO BE REWARDED! 'CAUSE HERE WE GO---
I'M STILL FEELING TOO WOOZY TO CRAWL MY WAY ACROSS TOWN!
I'VE GOTTA GET MYSELF A RIDE..!

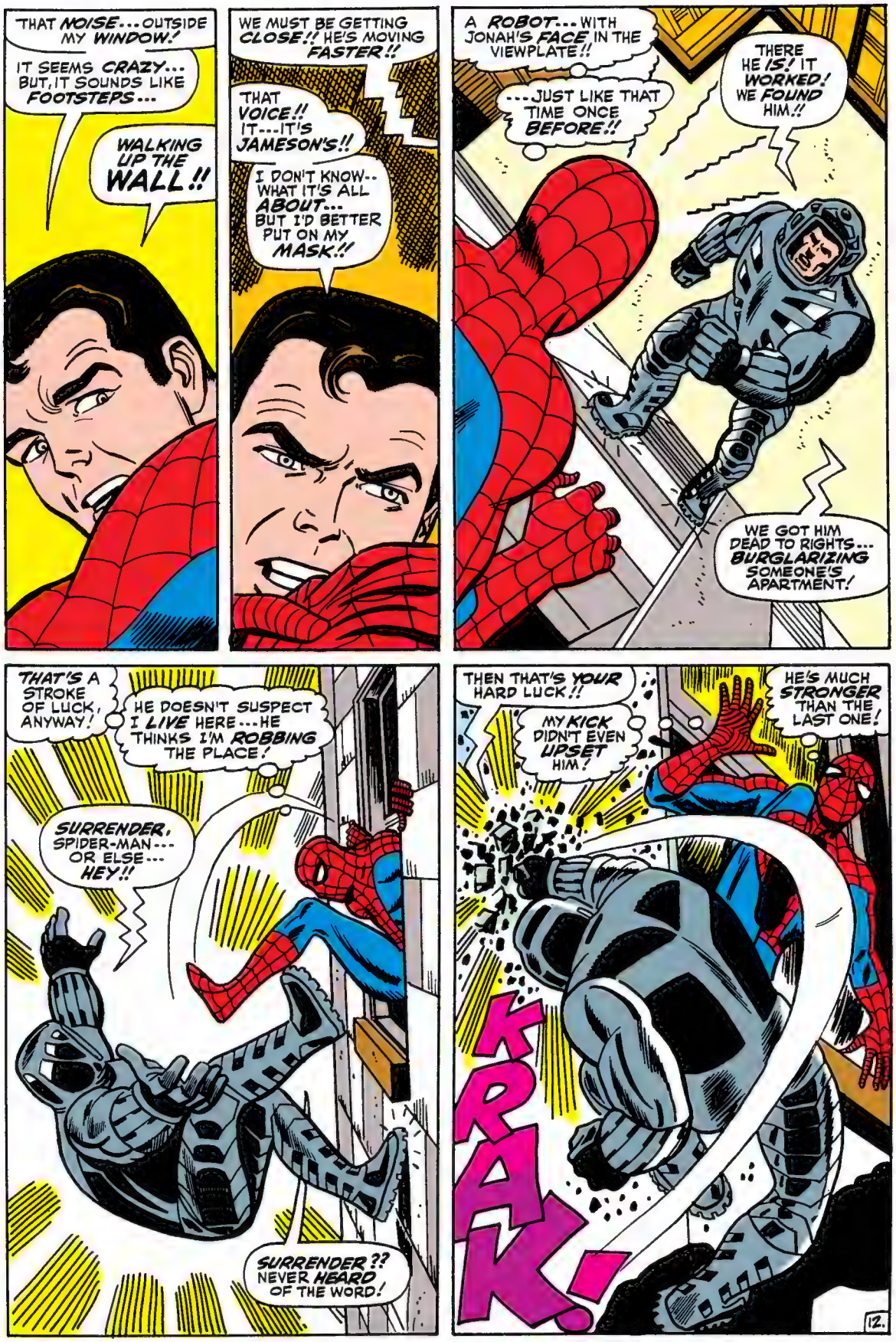

AND THIS IS ONE WAY TO DO IT!
Q41 UPTOWN
KEEP YOUR CIT
CLEA

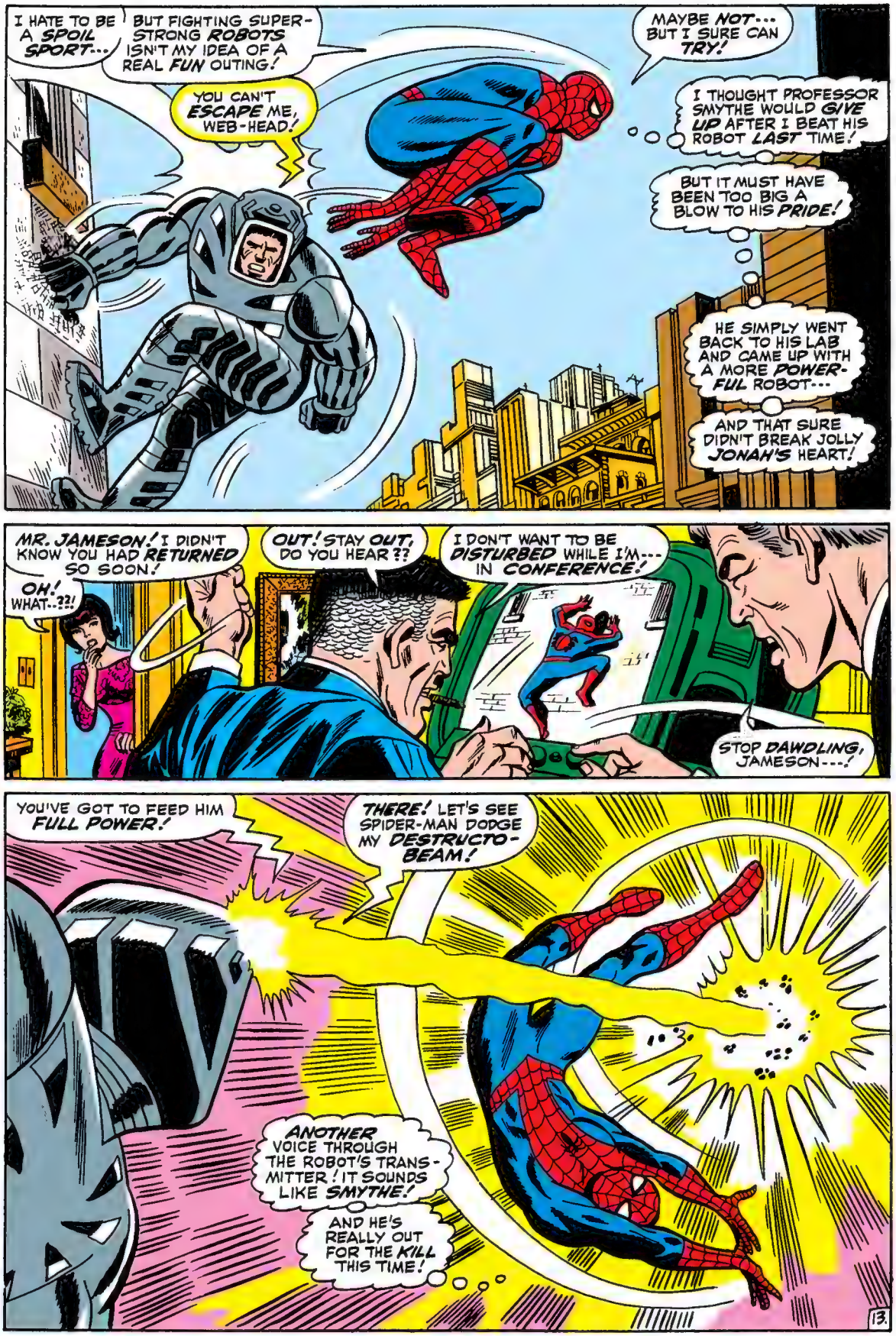

IT'S KINDA SLOW... BUT AT LEAST I'M GOING IN THE RIGHT DIRECTION!
THIS REST IS WHAT I NEEDED!
I'M FEELING BETTER ALREADY!

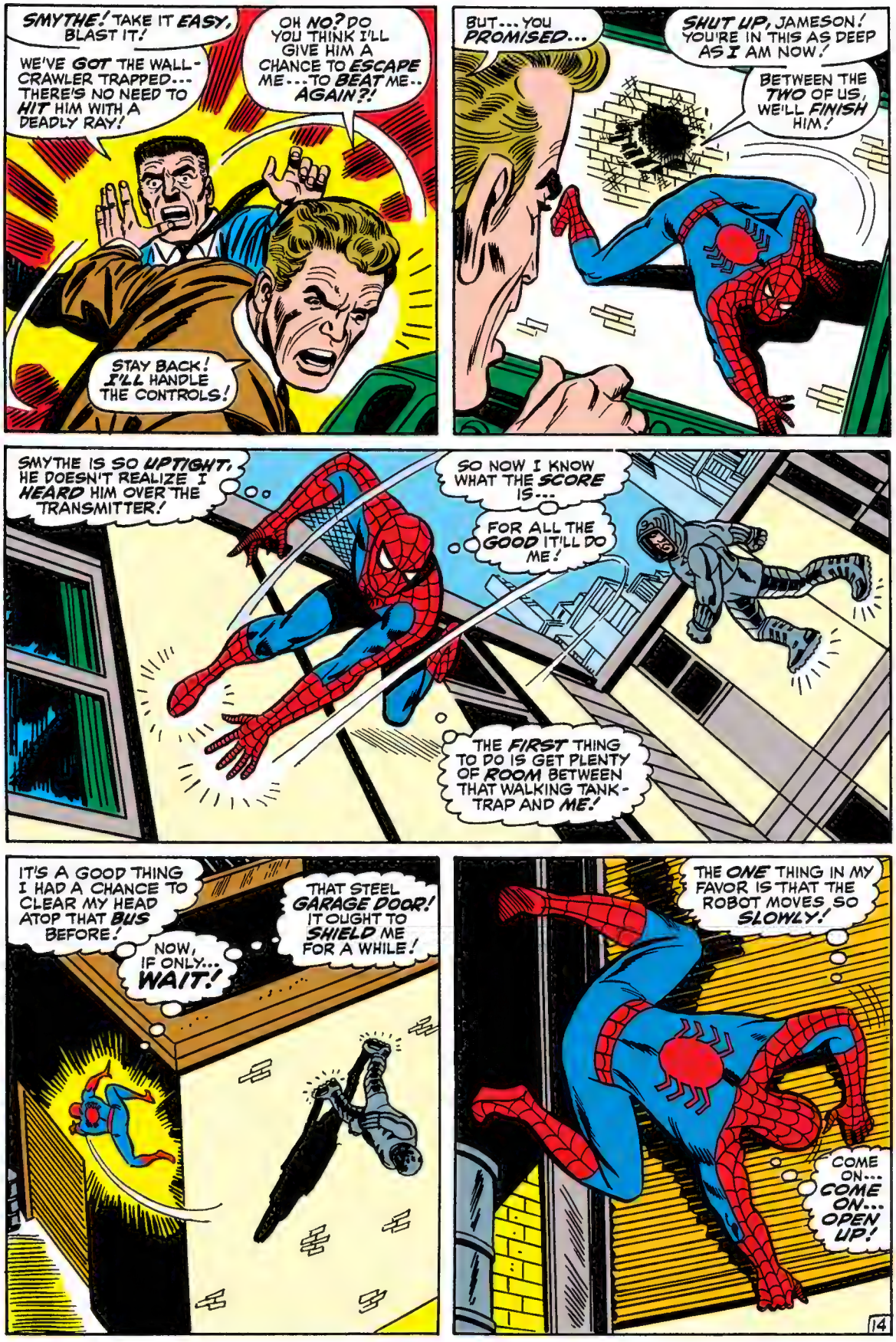

BUT, THERE ALWAYS SEEMS TO BE ONE PARTY-POOPER ON THE SCENE---
IT'S SPIDER-MAN!
ON TOP OF THAT BUS!
HELP! POLICE! I SEE HIM!
I'VE FOUND SPIDER-MAN!!
OH, NO..!

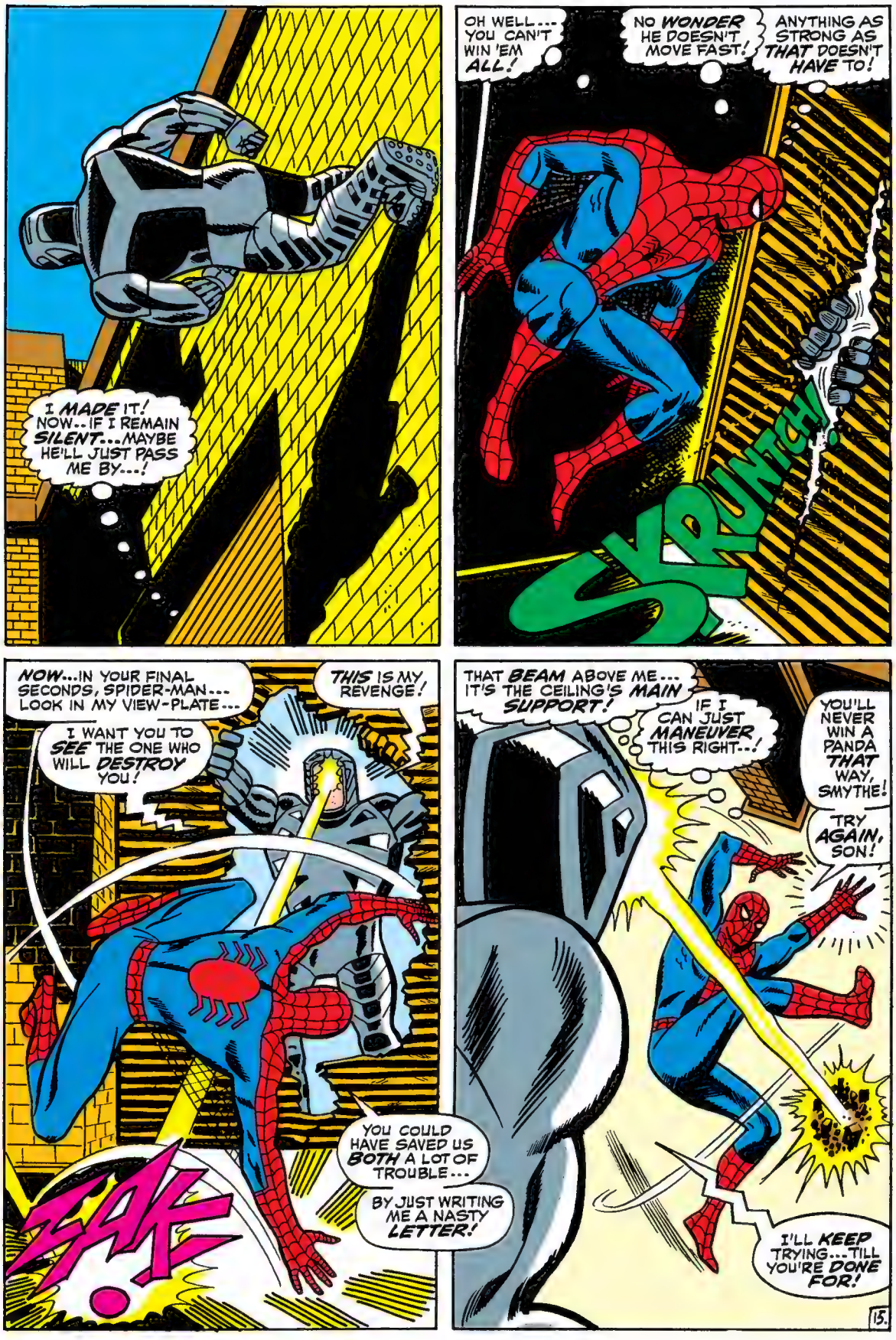

WELL, IT'S BACK TO THE ROOFTOPS FOR ME!
I CAN'T LET THEM CATCH ME---
TILL I FIND A WAY TO CLEAR MYSELF!

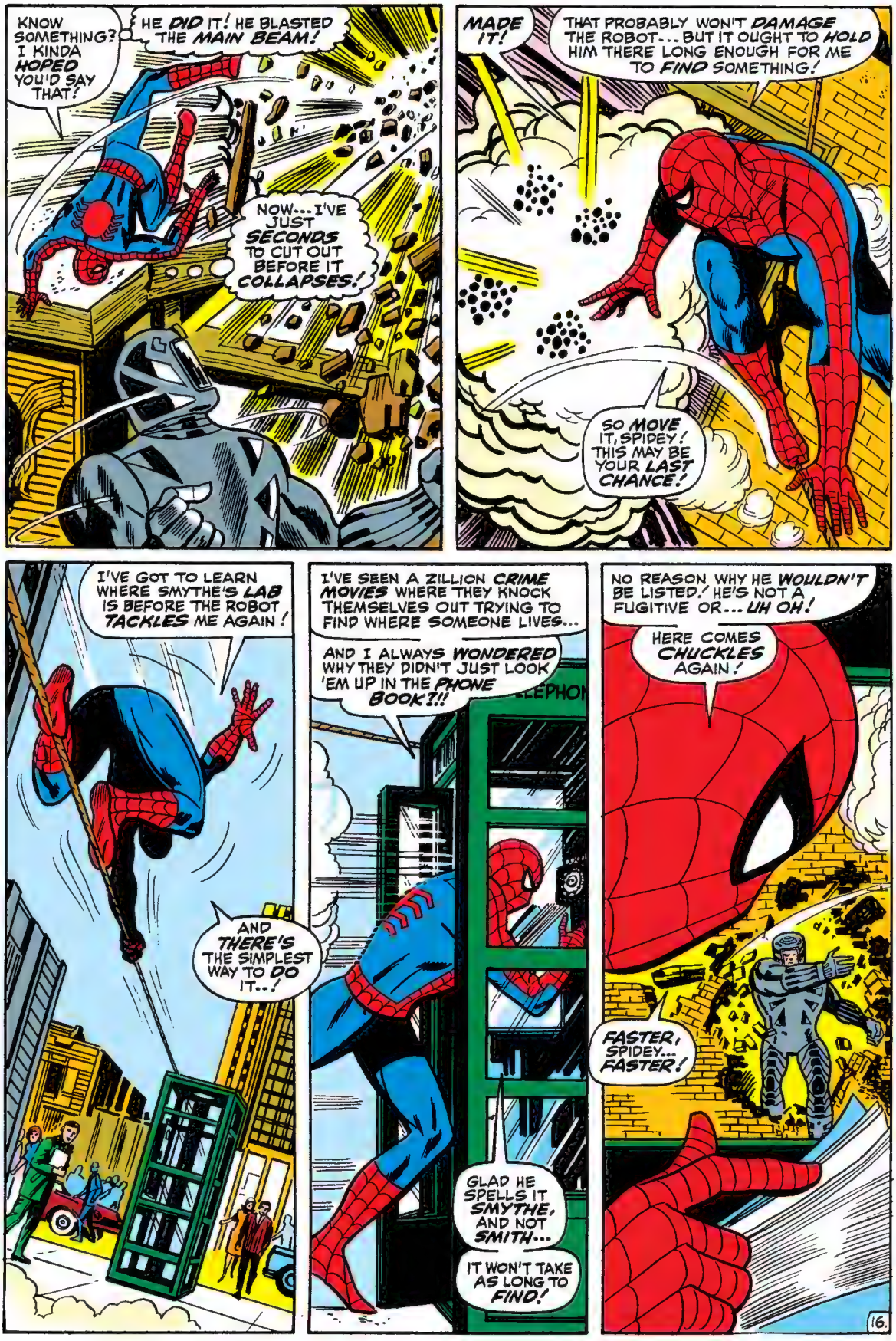

BUT, IF SPIDEY THINKS HE'LL HAVE TIME FOR MAKING LEISURELY PLANS... FORGET IT!!
HOP IN, JAMESON! WE'LL FOLLOW THE SPIDER SLAYER HERE IN MY CAR!
GOOD! I DON'T WANT TO BE TOO FAR AWAY WHEN HE CATCHES UP WITH THAT MASKED MISFIT!
HE WALKS LIKE HE KNOWS WHERE HE'S GOING!
MAYBE HE'S PICKED UP THE TRAIL ALREADY!
OF COURSE! IF SPIDER-MAN IS ANYWHERE IN THE CITY, HE'S AS GOOD AS TRAPPED!
WHAT A FUN WAY TO PASS THE TIME!
AND SO THE DEADLY MECHANICAL CREATION PLODS ON... STOPPING FOR NOTHING... AND WE MEAN NOTHING...!
WHILE A WEARY SPIDEY FINALLY REACHES HIS GOAL...
I'M IN LUCK! THE APARTMENT'S EMPTY!
HARRY MUST BE OUT SOMEWHERE!
FIRST THING TO DO IS GET OUT OF THESE DUDS AND CHECK WITH AUNT MAY!
WHEW! I'VE NEVER FELT SO TIRED BEFORE!
NO ANSWER!
MAYBE IT'S JUST AS WELL! I'M NOT SURE WHAT I'D TELL HER, ANYWAY!
AFTER I GET SOME SHUT-EYE, I'LL... SAY! WHY'S MY SPIDEY-SENSE TINGLING LIKE THIS?!!
SOMETHING'S WRONG!
11.

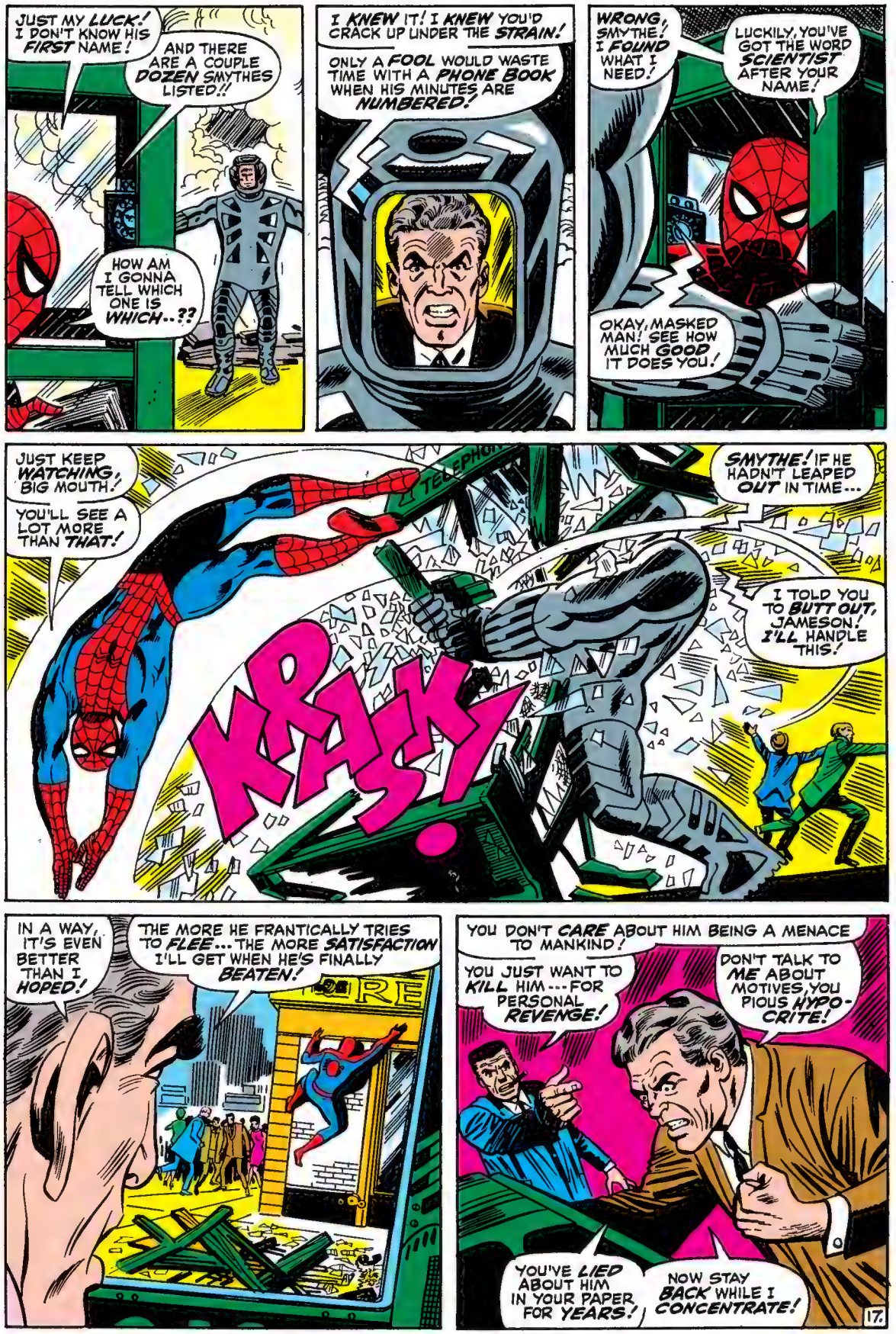

THAT NOISE... OUTSIDE MY WINDOW!
IT SEEMS CRAZY... BUT, IT SOUNDS LIKE FOOTSTEPS...
WALKING UP THE WALL!!
WE MUST BE GETTING CLOSE!! HE'S MOVING FASTER!!
THAT VOICE!! IT---IT'S JAMESON'S!!
I DON'T KNOW-- WHAT IT'S ALL ABOUT... BUT I'D BETTER PUT ON MY MASK!!
A ROBOT... WITH JONAH'S FACE IN THE VIEWPLATE!!
...JUST LIKE THAT TIME ONCE BEFORE!!
THERE HE IS! IT WORKED! WE FOUND HIM!!
WE GOT HIM DEAD TO RIGHTS... BURGLARIZING SOMEONE'S APARTMENT!
THAT'S A STROKE OF LUCK, ANYWAY!
HE DOESN'T SUSPECT I LIVE HERE...HE THINKS I'M ROBBING THE PLACE!
SURRENDER, SPIDER-MAN--- OR ELSE--- HEY!!
SURRENDER?? NEVER HEARD OF THE WORD!
THEN THAT'S YOUR HARD LUCK!!
MY KICK DIDN'T EVEN UPSET HIM!
HE'S MUCH STRONGER THAN THE LAST ONE!
KRAK!
12.

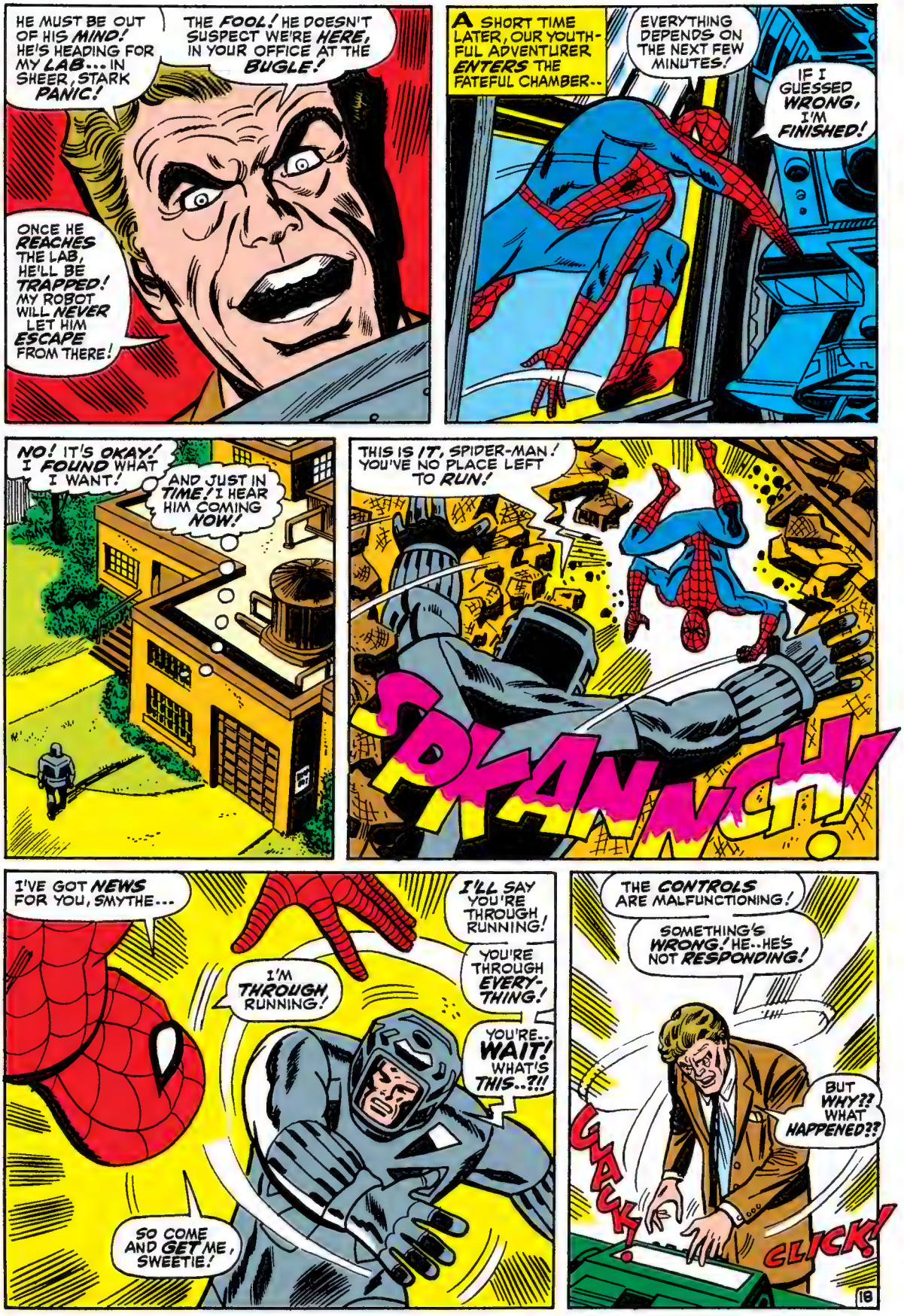

I HATE TO BE A SPOIL SPORT...
BUT FIGHTING SUPER-STRONG ROBOTS ISN'T MY IDEA OF A REAL FUN OUTING!
YOU CAN'T ESCAPE ME, WEB-HEAD!
MAYBE NOT... BUT I SURE CAN TRY!
I THOUGHT PROFESSOR SMYTHE WOULD GIVE UP AFTER I BEAT HIS ROBOT LAST TIME!
BUT IT MUST HAVE BEEN TOO BIG A BLOW TO HIS PRIDE!
HE SIMPLY WENT BACK TO HIS LAB AND CAME UP WITH A MORE POWER-FUL ROBOT...
AND THAT SURE DIDN'T BREAK JOLLY JONAH'S HEART!
MR. JAMESON! I DIDN'T KNOW YOU HAD RETURNED SO SOON!
OH! WHAT..??!
OUT! STAY OUT, DO YOU HEAR??
I DON'T WANT TO BE DISTURBED WHILE I'M... IN CONFERENCE!
STOP DAWDLING, JAMESON...!
YOU'VE GOT TO FEED HIM FULL POWER!
THERE! LET'S SEE SPIDER-MAN DODGE MY DESTRUCTO-BEAM!
ANOTHER VOICE THROUGH THE ROBOT'S TRANS-MITTER! IT SOUNDS LIKE SMYTHE!
AND HE'S REALLY OUT FOR THE KILL THIS TIME!
13.

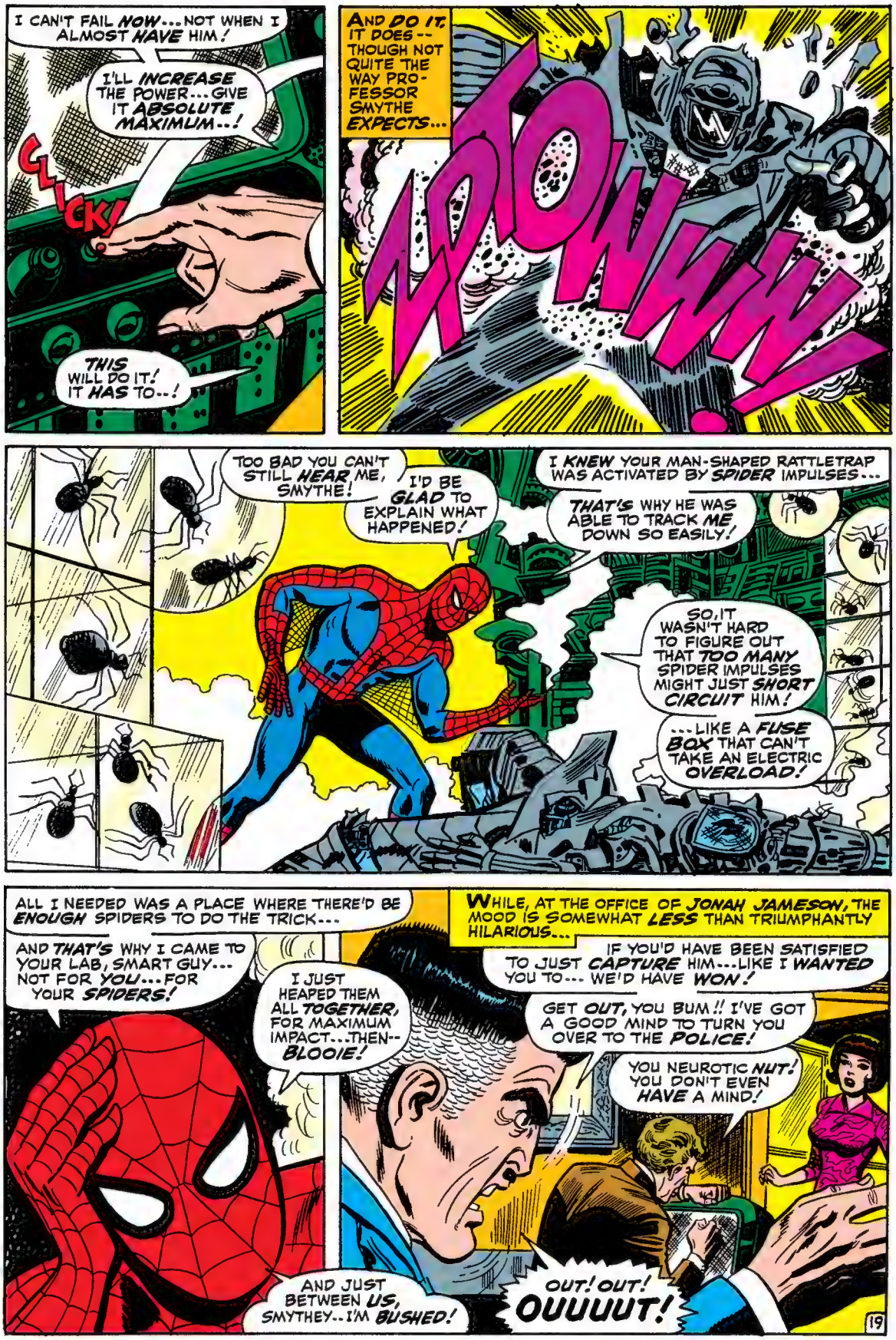

SMYTHE! TAKE IT EASY, BLAST IT!
WE'VE GOT THE WALL-CRAWLER TRAPPED--- THERE'S NO NEED TO HIT HIM WITH A DEADLY RAY!
OH NO? DO YOU THINK I'LL GIVE HIM A CHANCE TO ESCAPE ME---TO BEAT ME.. AGAIN?!
STAY BACK! I'LL HANDLE THE CONTROLS!
BUT... YOU PROMISED...
SHUT UP, JAMESON! YOU'RE IN THIS AS DEEP AS I AM NOW!
BETWEEN THE TWO OF US, WE'LL FINISH HIM!
SMYTHE IS SO UPTIGHT, HE DOESN'T REALIZE I HEARD HIM OVER THE TRANSMITTER!
SO NOW I KNOW WHAT THE SCORE IS...
FOR ALL THE GOOD IT'LL DO ME!
THE FIRST THING TO DO IS GET PLENTY OF ROOM BETWEEN THAT WALKING TANK-TRAP AND ME!
IT'S A GOOD THING I HAD A CHANCE TO CLEAR MY HEAD ATOP THAT BUS BEFORE!
NOW, IF ONLY... WAIT!
THAT STEEL GARAGE DOOR! IT OUGHT TO SHIELD ME FOR A WHILE!
THE ONE THING IN MY FAVOR IS THAT THE ROBOT MOVES SO SLOWLY!
COME ON... COME ON... OPEN UP!

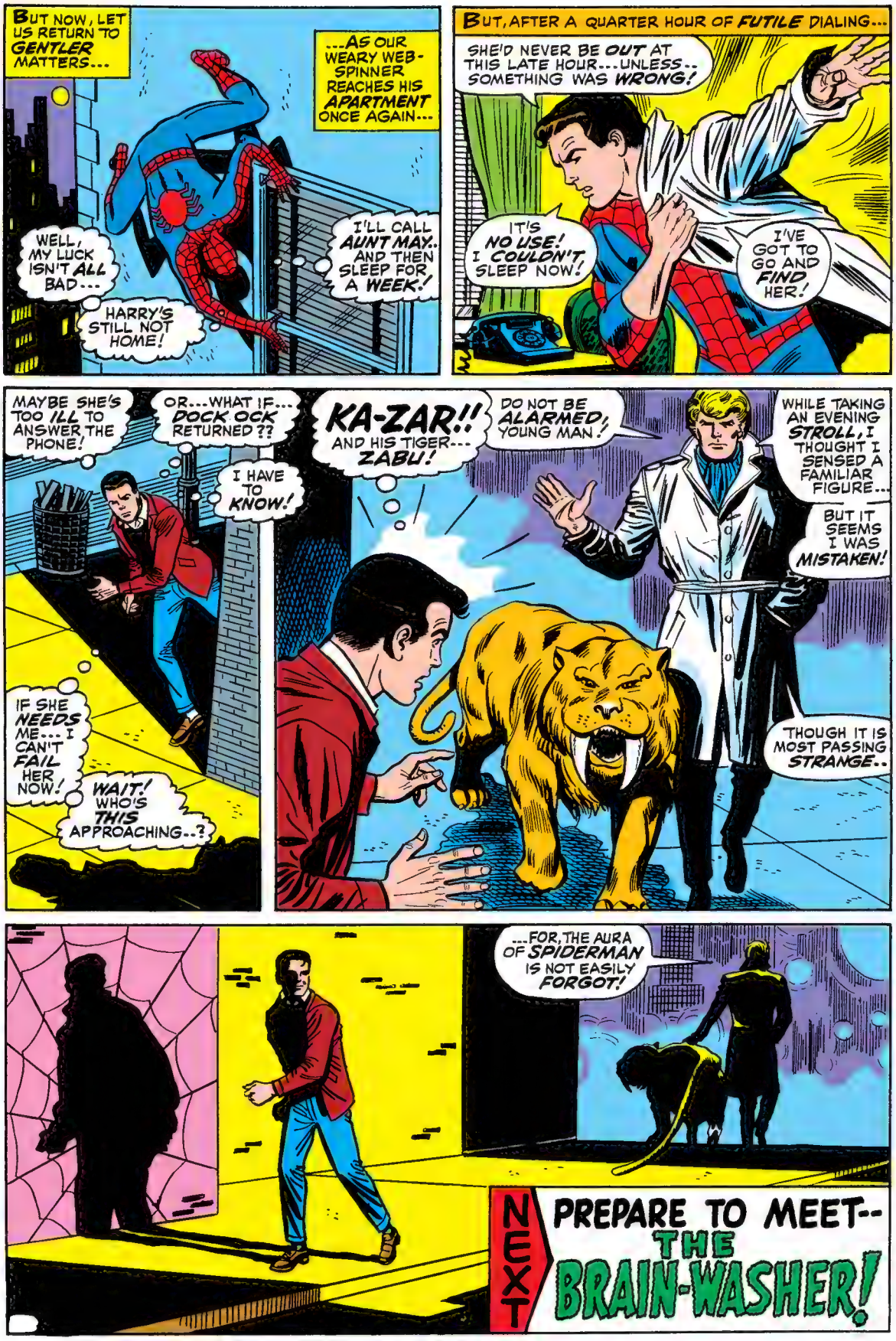

I MADE IT! NOW--IF I REMAIN SILENT...MAYBE HE'LL JUST PASS ME BY---!
OH WELL--- YOU CAN'T WIN 'EM ALL!
NO WONDER HE DOESN'T MOVE FAST!
ANYTHING AS STRONG AS THAT DOESN'T HAVE TO!
SKRUNCH!
NOW...IN YOUR FINAL SECONDS, SPIDER-MAN--- LOOK IN MY VIEW-PLATE---
THIS IS MY REVENGE!
I WANT YOU TO SEE THE ONE WHO WILL DESTROY YOU!
YOU COULD HAVE SAVED US BOTH A LOT OF TROUBLE---
BY JUST WRITING ME A NASTY LETTER!
SAK!
THAT BEAM ABOVE ME--- IT'S THE CEILING'S MAIN SUPPORT!
IF I CAN JUST MANEUVER THIS RIGHT--!
YOU'LL NEVER WIN A PANDA THAT WAY, SMYTHE!
TRY AGAIN, SON!
I'LL KEEP TRYING---TILL YOU'RE DONE FOR!


KNOW SOMETHING? I KINDA HOPED YOU'D SAY THAT!
HE DID IT! HE BLASTED THE MAIN BEAM!
NOW... I'VE JUST SECONDS TO CUT OUT BEFORE IT COLLAPSES!
MADE IT!
THAT PROBABLY WON'T DAMAGE THE ROBOT... BUT IT OUGHT TO HOLD HIM THERE LONG ENOUGH FOR ME TO FIND SOMETHING!
SO MOVE IT, SPIDEY! THIS MAY BE YOUR LAST CHANCE!
I'VE GOT TO LEARN WHERE SMYTHE'S LAB IS BEFORE THE ROBOT TACKLES ME AGAIN!
AND THERE'S THE SIMPLEST WAY TO DO IT--!
I'VE SEEN A ZILLION CRIME MOVIES WHERE THEY KNOCK THEMSELVES OUT TRYING TO FIND WHERE SOMEONE LIVES...
AND I ALWAYS WONDERED WHY THEY DIDN'T JUST LOOK 'EM UP IN THE PHONE BOOK?!!
GLAD HE SPELLS IT SMYTHE, AND NOT SMITH...
IT WON'T TAKE AS LONG TO FIND!
NO REASON WHY HE WOULDN'T BE LISTED. HE'S NOT A FUGITIVE OR... UH OH!
HERE COMES CHUCKLES AGAIN!
FASTER, SPIDEY... FASTER!


JUST MY LUCK! I DON'T KNOW HIS FIRST NAME!
AND THERE ARE A COUPLE DOZEN SMYTHES LISTED!!
HOW AM I GONNA TELL WHICH ONE IS WHICH..??
I KNEW IT! I KNEW YOU'D CRACK UP UNDER THE STRAIN!
ONLY A FOOL WOULD WASTE TIME WITH A PHONE BOOK WHEN HIS MINUTES ARE NUMBERED!
WRONG, SMYTHE! I FOUND WHAT I NEED!
LUCKILY, YOU'VE GOT THE WORD SCIENTIST AFTER YOUR NAME!
OKAY, MASKED MAN! SEE HOW MUCH GOOD IT DOES YOU!
JUST KEEP WATCHING, BIG MOUTH!
YOU'LL SEE A LOT MORE THAN THAT!
KRAK!
SMYTHE! IF HE HADN'T LEAPED OUT IN TIME...
I TOLD YOU TO BUTT OUT, JAMESON! I'LL HANDLE THIS!
IN A WAY, IT'S EVEN BETTER THAN I HOPED!
THE MORE HE FRANTICALLY TRIES TO FLEE... THE MORE SATISFACTION I'LL GET WHEN HE'S FINALLY BEATEN!
YOU DON'T CARE ABOUT HIM BEING A MENACE TO MANKIND!
YOU JUST WANT TO KILL HIM --- FOR PERSONAL REVENGE!
DON'T TALK TO ME ABOUT MOTIVES, YOU PIOUS HYPO-CRITE!
YOU'VE LIED ABOUT HIM IN YOUR PAPER FOR YEARS!
NOW STAY BACK WHILE I CONCENTRATE!
17.


HE MUST BE OUT OF HIS MIND! HE'S HEADING FOR MY LAB... IN SHEER, STARK PANIC!
THE FOOL! HE DOESN'T SUSPECT WE'RE HERE, IN YOUR OFFICE AT THE BUGLE!
ONCE HE REACHES THE LAB, HE'LL BE TRAPPED! MY ROBOT WILL NEVER LET HIM ESCAPE FROM THERE!
A SHORT TIME LATER, OUR YOUTHFUL ADVENTURER ENTERS THE FATEFUL CHAMBER--
EVERYTHING DEPENDS ON THE NEXT FEW MINUTES!
IF I GUESSED WRONG, I'M FINISHED!
NO! IT'S OKAY! I FOUND WHAT I WANT!
AND JUST IN TIME! I HEAR HIM COMING NOW!
THIS IS IT, SPIDER-MAN! YOU'VE NO PLACE LEFT TO RUN!
SPKANNCH!
I'VE GOT NEWS FOR YOU, SMYTHE...
I'M THROUGH RUNNING!
SO COME AND GET ME, SWEETIE!
I'LL SAY YOU'RE THROUGH RUNNING!
YOU'RE THROUGH EVERYTHING!
YOU'RE.. WAIT! WHAT'S THIS..?!!
THE CONTROLS ARE MALFUNCTIONING!
SOMETHING'S WRONG! HE..HE'S NOT RESPONDING!
BUT WHY?? WHAT HAPPENED??
CLACK!
CLICK!
18


I CAN'T FAIL NOW... NOT WHEN I ALMOST HAVE HIM!
I'LL INCREASE THE POWER... GIVE IT ABSOLUTE MAXIMUM--!
CLICK!
THIS WILL DO IT! IT HAS TO--!
AND DO IT, IT DOES -- THOUGH NOT QUITE THE WAY PROFESSOR SMYTHE EXPECTS...
KRAKOWW!
TOO BAD YOU CAN'T STILL HEAR ME, SMYTHE!
I'D BE GLAD TO EXPLAIN WHAT HAPPENED!
I KNEW YOUR MAN-SHAPED RATTLETRAP WAS ACTIVATED BY SPIDER IMPULSES...
THAT'S WHY HE WAS ABLE TO TRACK ME DOWN SO EASILY!
SO, IT WASN'T HARD TO FIGURE OUT THAT TOO MANY SPIDER IMPULSES MIGHT JUST SHORT CIRCUIT HIM!
...LIKE A FUSE BOX THAT CAN'T TAKE AN ELECTRIC OVERLOAD!
ALL I NEEDED WAS A PLACE WHERE THERE'D BE ENOUGH SPIDERS TO DO THE TRICK---
AND THAT'S WHY I CAME TO YOUR LAB, SMART GUY... NOT FOR YOU... FOR YOUR SPIDERS!
I JUST HEAPED THEM ALL TOGETHER, FOR MAXIMUM IMPACT... THEN-- BLOOIE!
AND JUST BETWEEN US, SMYTHEY.. I'M BUSHED!
WHILE, AT THE OFFICE OF JONAH JAMESON, THE MOOD IS SOMEWHAT LESS THAN TRIUMPHANTLY HILARIOUS...
IF YOU'D HAVE BEEN SATISFIED TO JUST CAPTURE HIM... LIKE I WANTED YOU TO... WE'D HAVE WON!
GET OUT, YOU BUM!! I'VE GOT A GOOD MIND TO TURN YOU OVER TO THE POLICE!
YOU NEUROTIC NUT! YOU DON'T EVEN HAVE A MIND!
OUT! OUT! OUUUUT!
19


BUT NOW, LET US RETURN TO GENTLER MATTERS...
...AS OUR WEARY WEB-SPINNER REACHES HIS APARTMENT ONCE AGAIN...
WELL, MY LUCK ISN'T ALL BAD...
HARRY'S STILL NOT HOME!
I'LL CALL AUNT MAY.. AND THEN SLEEP FOR A WEEK!
BUT, AFTER A QUARTER HOUR OF FUTILE DIALING...
SHE'D NEVER BE OUT AT THIS LATE HOUR...UNLESS.. SOMETHING WAS WRONG!
IT'S NO USE! I COULDN'T SLEEP NOW!
I'VE GOT TO GO AND FIND HER!
MAYBE SHE'S TOO ILL TO ANSWER THE PHONE!
OR...WHAT IF... DOCK OCK RETURNED??
I HAVE TO KNOW!
IF SHE NEEDS ME... I CAN'T FAIL HER NOW!
WAIT! WHO'S THIS APPROACHING..?
KA-ZAR!! AND HIS TIGER... ZABU!
DO NOT BE ALARMED, YOUNG MAN!
WHILE TAKING AN EVENING STROLL, I THOUGHT I SENSED A FAMILIAR FIGURE...
BUT IT SEEMS I WAS MISTAKEN!
THOUGH IT IS MOST PASSING STRANGE..
...FOR THE AURA OF SPIDERMAN IS NOT EASILY FORGOT!
NEXT
PREPARE TO MEET-- THE BRAIN-WASHER!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
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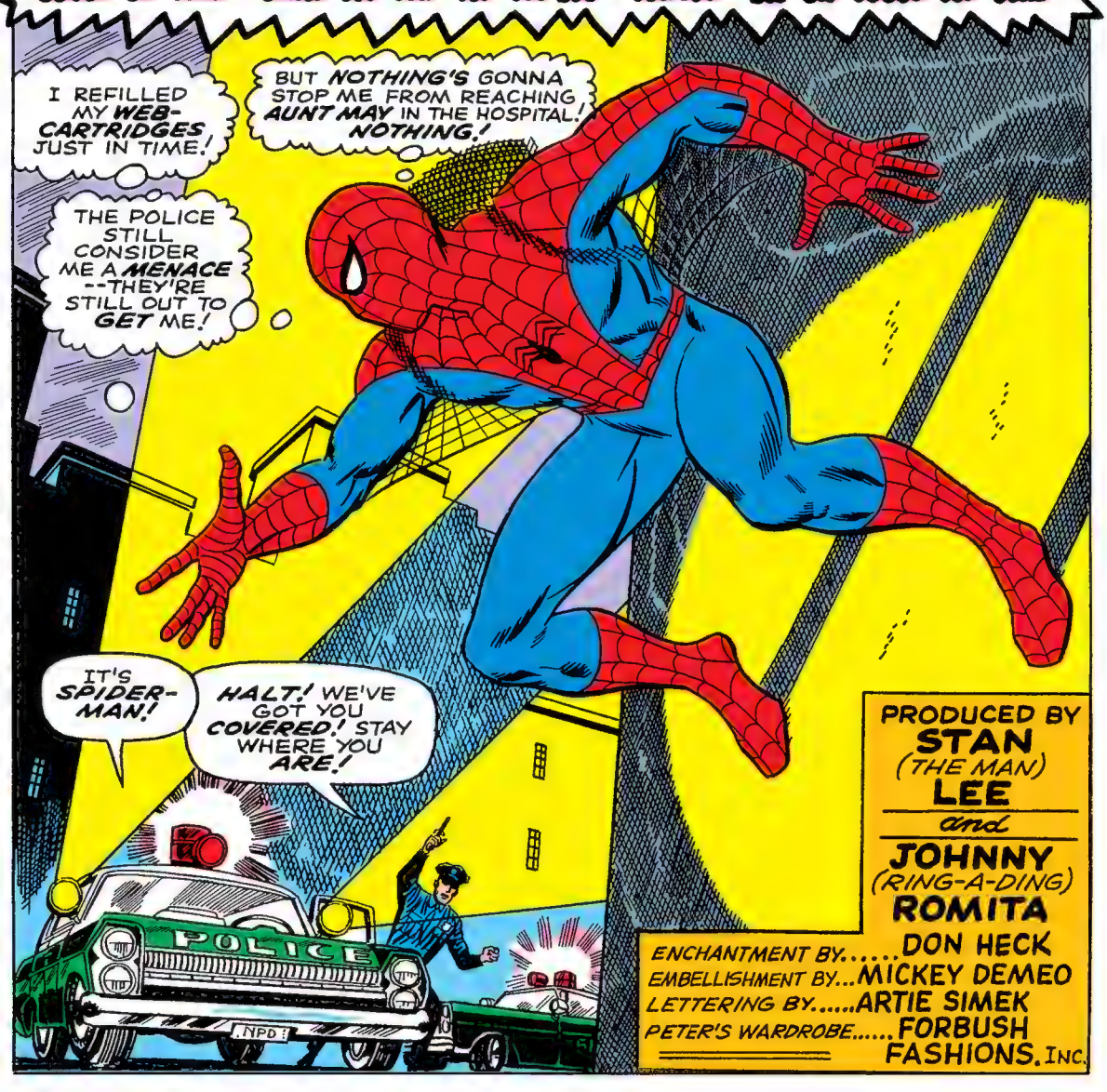
59 APR
"THE BRAND OF THE BRAINWASHER!"

THE AMAZING SPIDER-MAN!™

"THE BRAND OF THE BRAINWASHER!"


I REFILLED MY WEB-CARTRIDGES, JUST IN TIME!
BUT NOTHING'S GONNA STOP ME FROM REACHING AUNT MAY IN THE HOSPITAL! NOTHING!
THE POLICE STILL CONSIDER ME A MENACE --THEY'RE STILL OUT TO GET ME!
IT'S SPIDER-MAN!
HALT! WE'VE GOT YOU COVERED! STAY WHERE YOU ARE!
POLICE
NPD

PRODUCED BY
STAN (THE MAN) LEE
and
JOHNNY (RING-A-DING) ROMITA

ENCHANTMENT BY.....DON HECK
EMBELLISHMENT BY...MICKEY DEMEO
LETTERING BY.....ARTIE SIMEK
PETER'S WARDROBE.....FORBUSH FASHIONS, INC.

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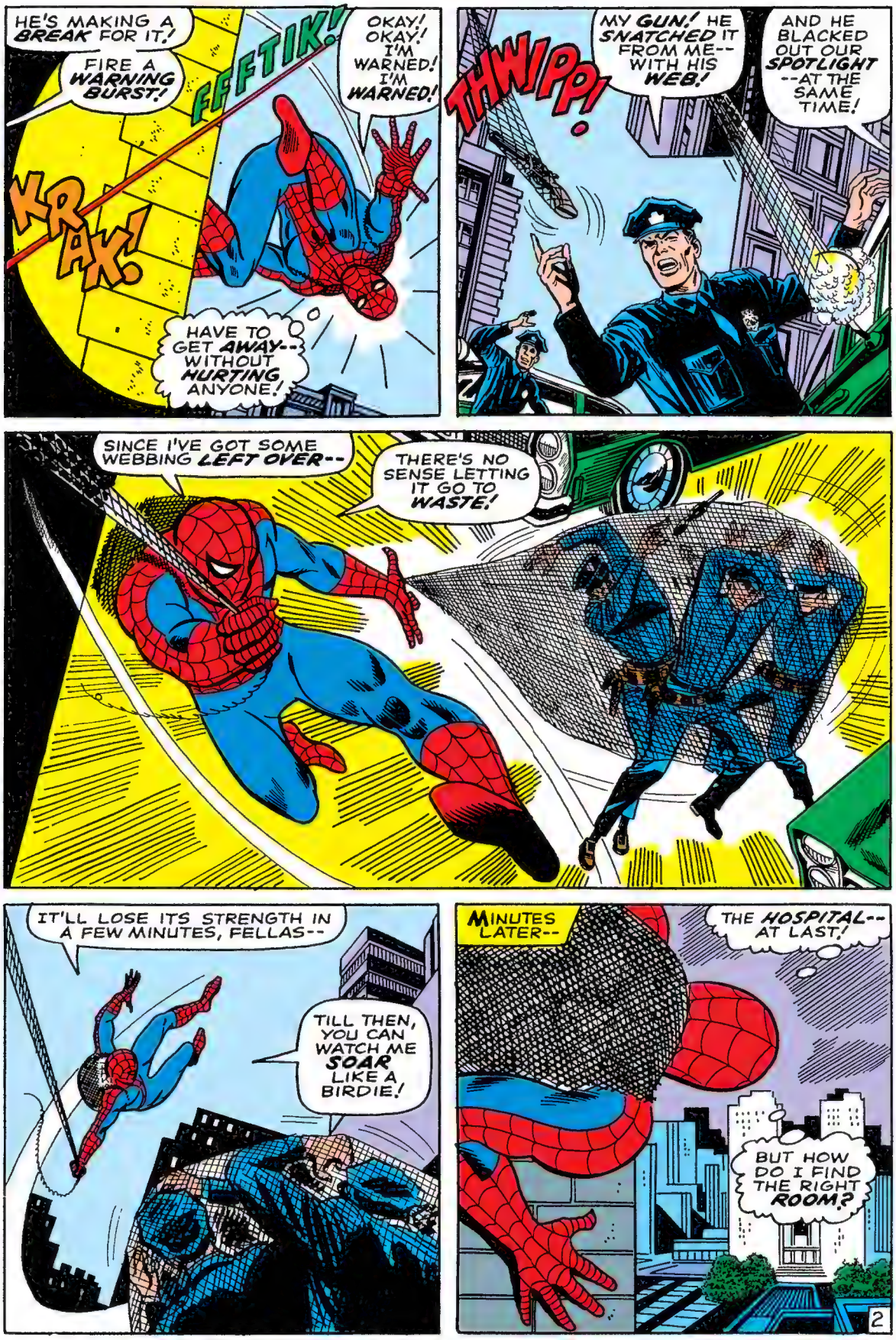
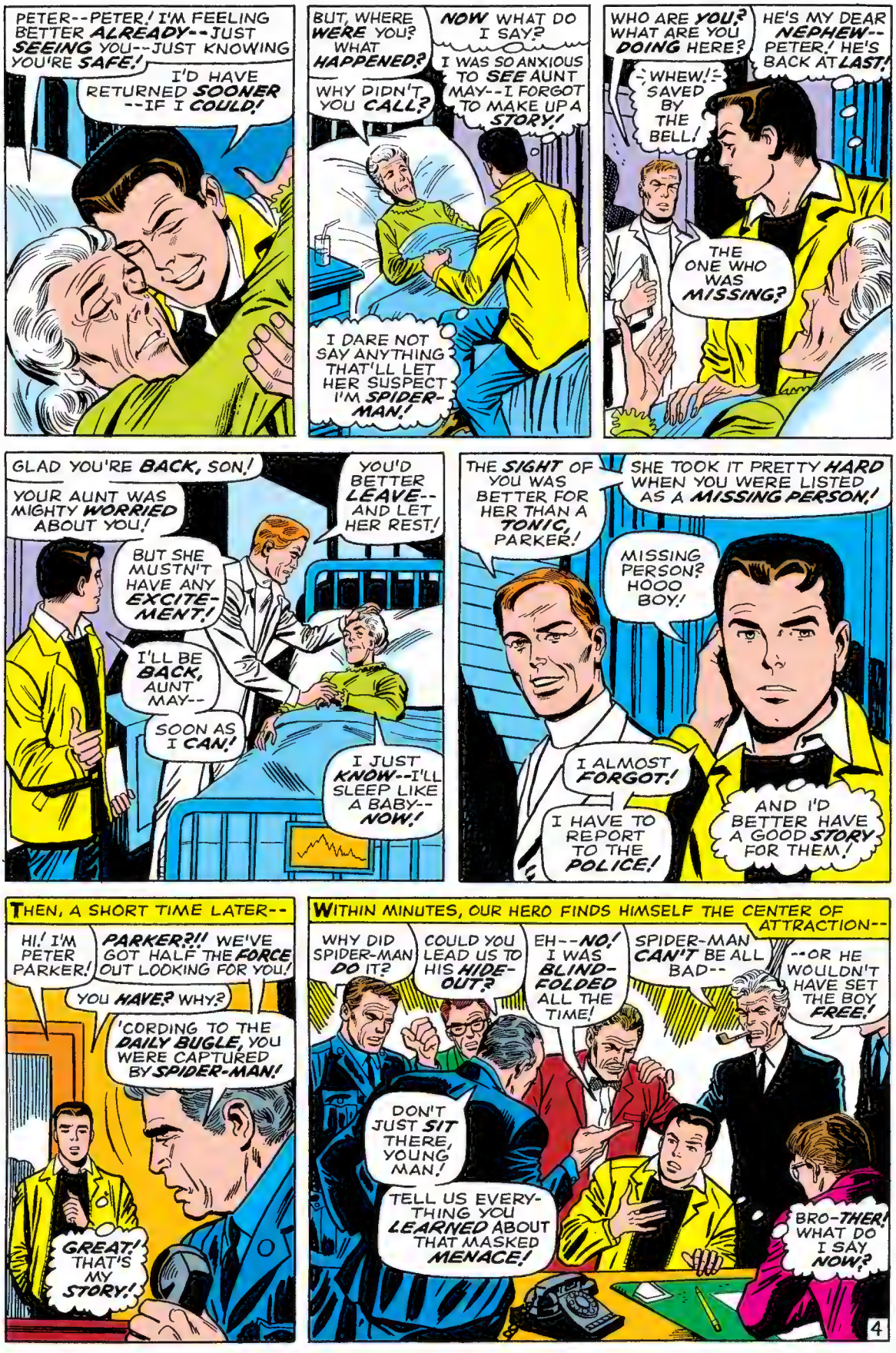
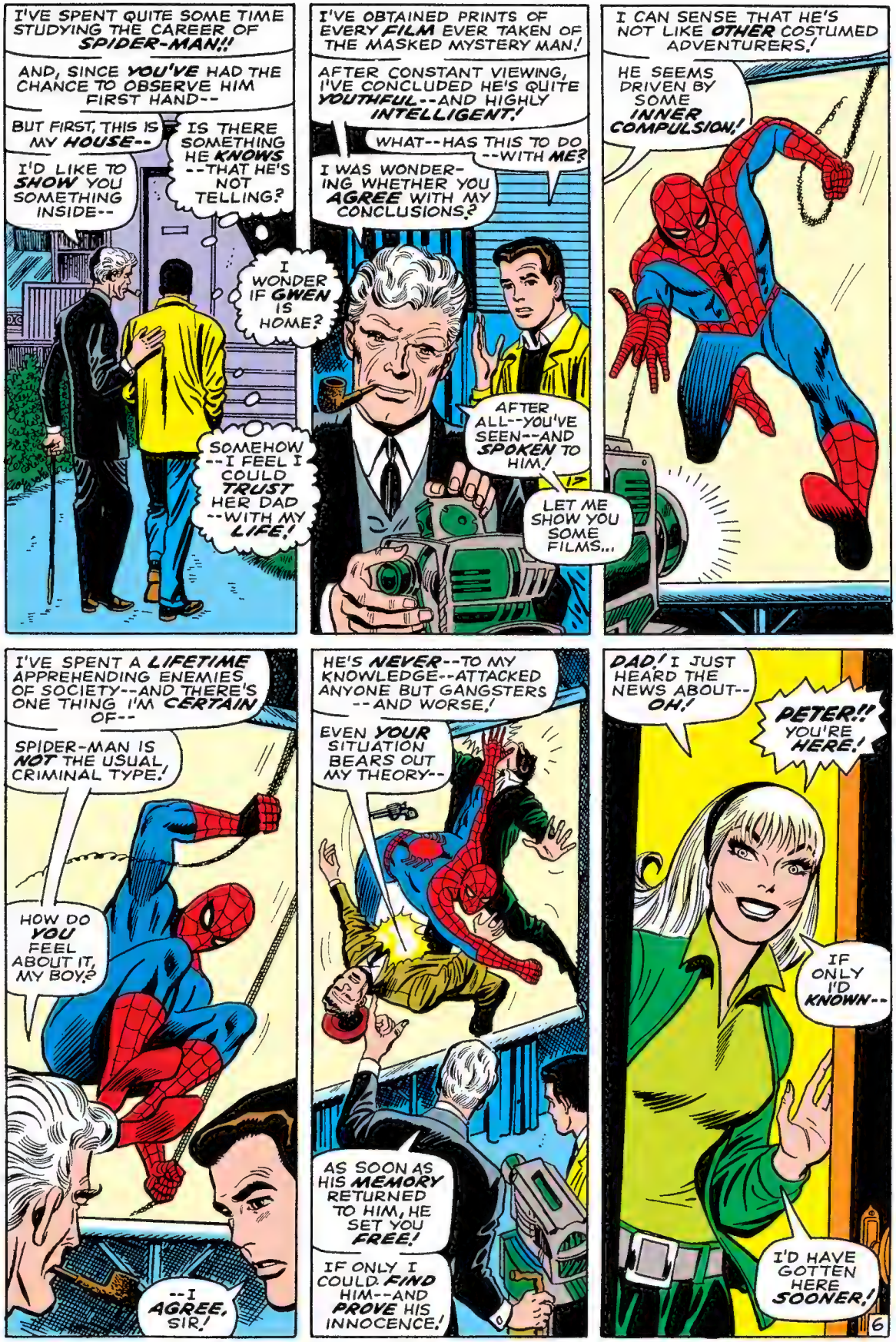
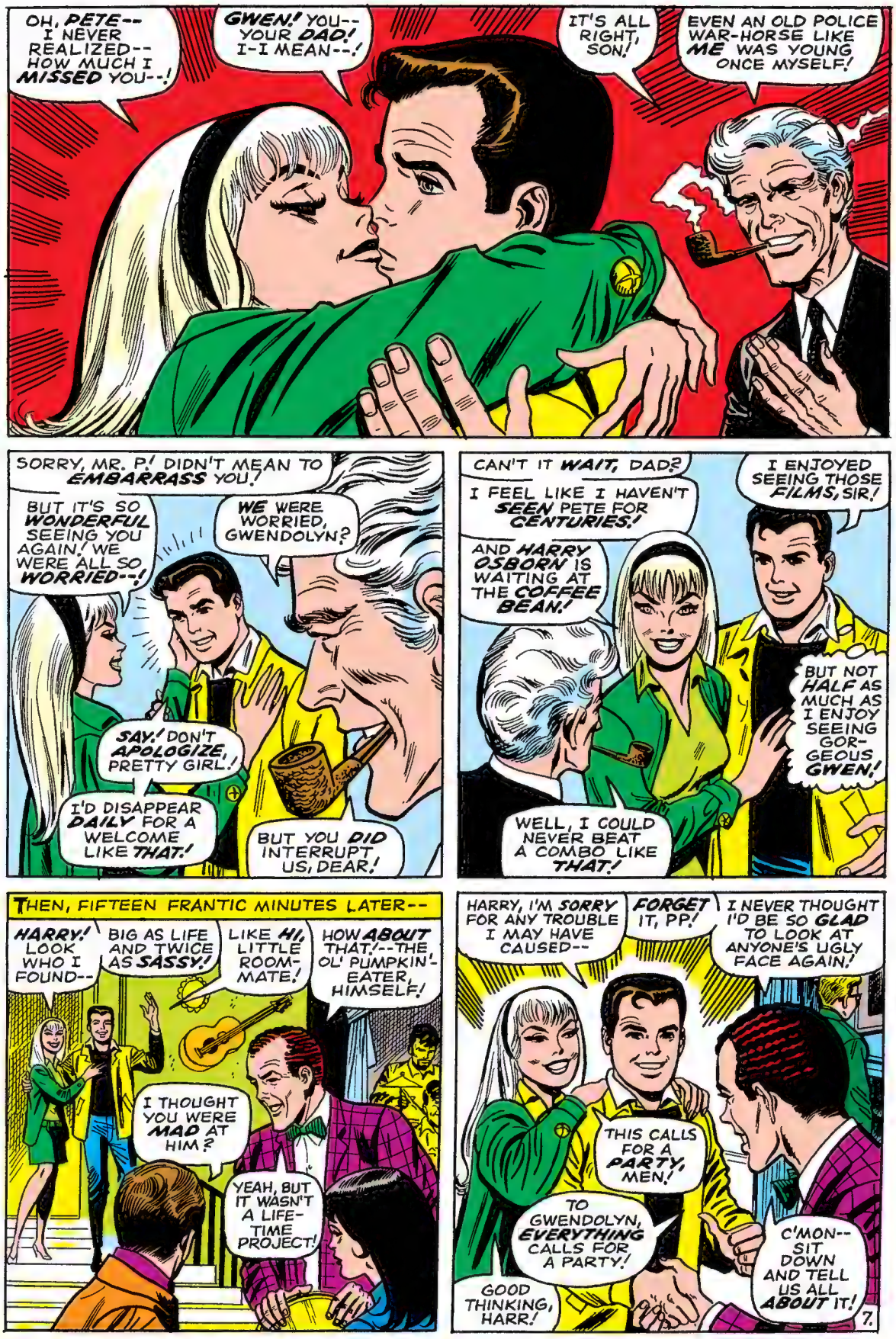

HE'S MAKING A BREAK FOR IT!
FIRE A WARNING BURST!
FFFTIK!
OKAY! OKAY! I'M WARNED! I'M WARNED!
KRAK!
HAVE TO GET AWAY--WITHOUT HURTING ANYONE!
THWIPP!
MY GUN! HE SNATCHED IT FROM ME--WITH HIS WEB!
AND HE BLACKED OUT OUR SPOTLIGHT --AT THE SAME TIME!
SINCE I'VE GOT SOME WEBBING LEFT OVER--
THERE'S NO SENSE LETTING IT GO TO WASTE!
IT'LL LOSE ITS STRENGTH IN A FEW MINUTES, FELLAS--
TILL THEN, YOU CAN WATCH ME SOAR LIKE A BIRDIE!
MINUTES LATER--
THE HOSPITAL--AT LAST!
BUT HOW DO I FIND THE RIGHT ROOM?
2

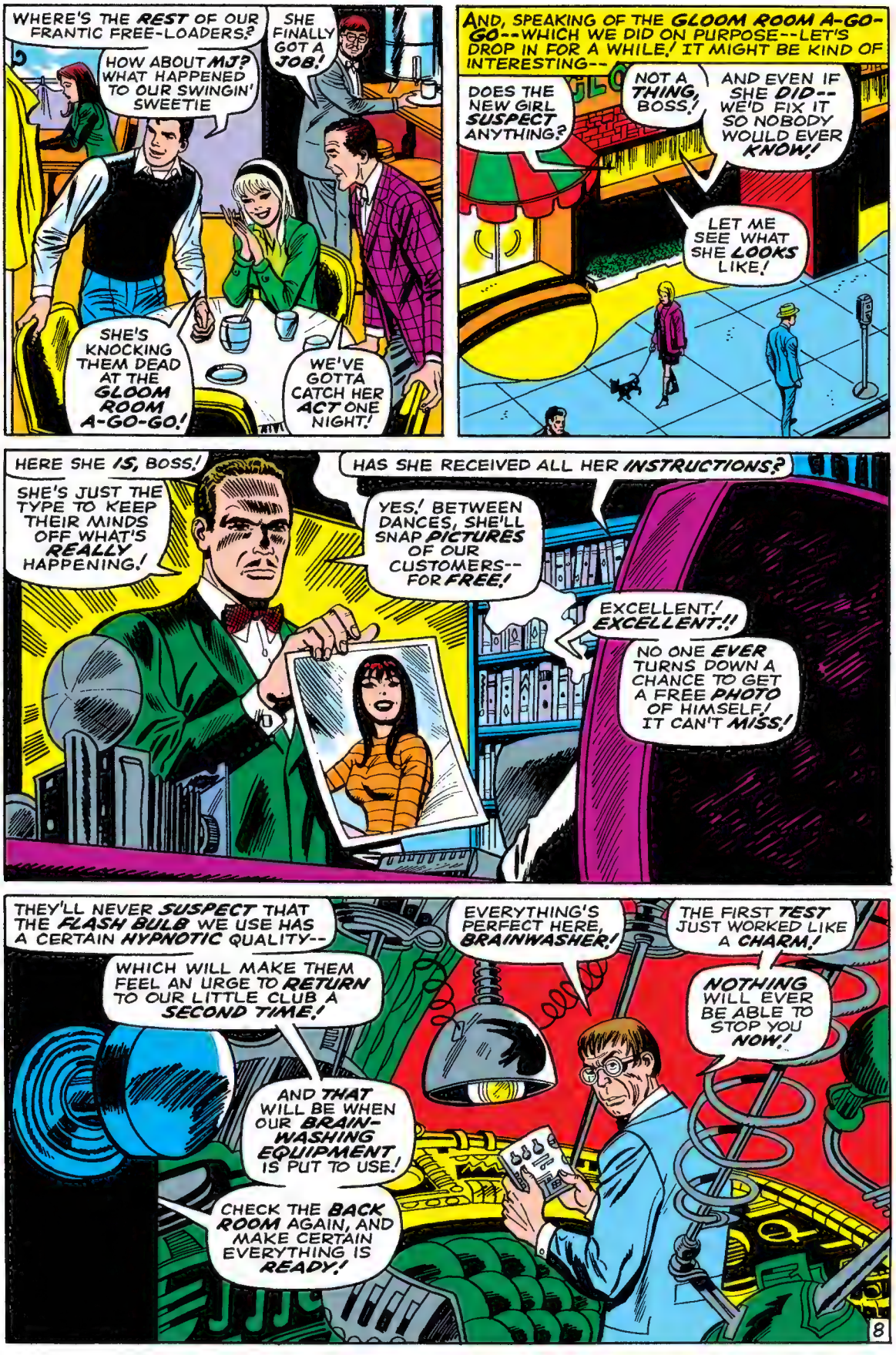
AHH--THERE'S WHAT I NEED!
THE DIRECTORY OF PATIENTS!
JUST MY LUCK--
AUNT MAY'S ON THE TOP FLOOR!
WELL, ONE THING'S FOR SURE--
I'D BETTER NOT TAKE THE PASSENGER ELEVATOR!
AND EVEN THE STAIRS WOULD BE TOO RISKY!
WHAT WOULD I EVER DO WITHOUT AIR SHAFTS?
THIS IS THE FLOOR!
I'LL CHANGE MY CLOTHES AND--
UH OH!
SOMEONE'S COMING!
THE JANITOR--GETTING A MOP!
WHAT A LIFE!
MOP THE FLOOR, DRY THE FLOOR! MOP THE FLOOR, DRY THE FLOOR!
IF HE THINKS THAT'S BAD--HE SHOULD TRY BEING SPIDER-MAN FOR A WHILE!
HERE'S THE ROOM NOW!
I HOPE--SHE'S ALL RIGHT!
AUNT MAY!
WHO--? I THOUGHT I HEARD--
PETER! IS IT YOU? --IS IT--REALLY YOU??
I WAS--BEGINNING TO FEAR--I'D NEVER SEE YOU AGAIN--!
DON'T EVER SAY THAT, AUNT MAY!
3

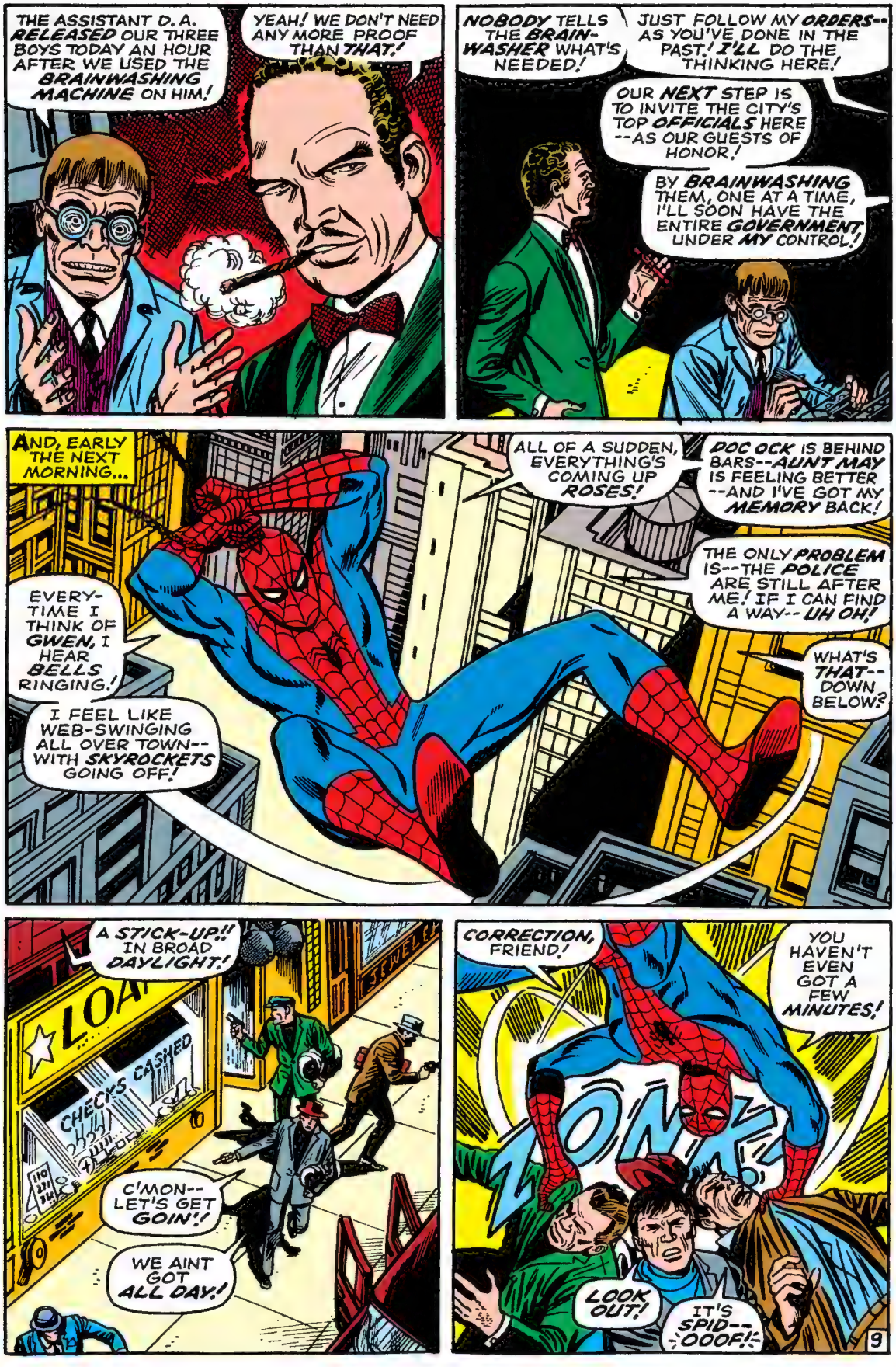

PETER--PETER! I'M FEELING BETTER ALREADY--JUST SEEING YOU--JUST KNOWING YOU'RE SAFE!
I'D HAVE RETURNED SOONER --IF I COULD!
BUT, WHERE WERE YOU? WHAT HAPPENED?
NOW WHAT DO I SAY?
I WAS SO ANXIOUS TO SEE AUNT MAY--I FORGOT TO MAKE UP A STORY!
WHY DIDN'T YOU CALL?
I DARE NOT SAY ANYTHING THAT'LL LET HER SUSPECT I'M SPIDER-MAN!
WHO ARE YOU? WHAT ARE YOU DOING HERE?
HE'S MY DEAR NEPHEW--PETER! HE'S BACK AT LAST!
WHEW!--SAVED BY THE BELL!
THE ONE WHO WAS MISSING?
GLAD YOU'RE BACK, SON!
YOUR AUNT WAS MIGHTY WORRIED ABOUT YOU!
YOU'D BETTER LEAVE--AND LET HER REST!
BUT SHE MUSTN'T HAVE ANY EXCITE-MENT!
I'LL BE BACK, AUNT MAY--
SOON AS I CAN!
I JUST KNOW--I'LL SLEEP LIKE A BABY--NOW!
THE SIGHT OF YOU WAS BETTER FOR HER THAN A TONIC, PARKER!
SHE TOOK IT PRETTY HARD WHEN YOU WERE LISTED AS A MISSING PERSON!
MISSING PERSON? HOOO BOY!
I ALMOST FORGOT!
I HAVE TO REPORT TO THE POLICE!
AND I'D BETTER HAVE A GOOD STORY FOR THEM!
THEN, A SHORT TIME LATER--
HI! I'M PETER PARKER!
PARKER?!! WE'VE GOT HALF THE FORCE OUT LOOKING FOR YOU!
YOU HAVE? WHY?
'CORDING TO THE DAILY BUGLE, YOU WERE CAPTURED BY SPIDER-MAN!
GREAT! THAT'S MY STORY!
WITHIN MINUTES, OUR HERO FINDS HIMSELF THE CENTER OF ATTRACTION--
WHY DID SPIDER-MAN DO IT?
COULD YOU LEAD US TO HIS HIDE-OUT?
EH--NO! I WAS BLIND-FOLDED ALL THE TIME!
SPIDER-MAN CAN'T BE ALL BAD--
--OR HE WOULDN'T HAVE SET THE BOY FREE!
DON'T JUST SIT THERE, YOUNG MAN!
TELL US EVERY-THING YOU LEARNED ABOUT THAT MASKED MENACE!
BRO-THER! WHAT DO I SAY NOW?
4

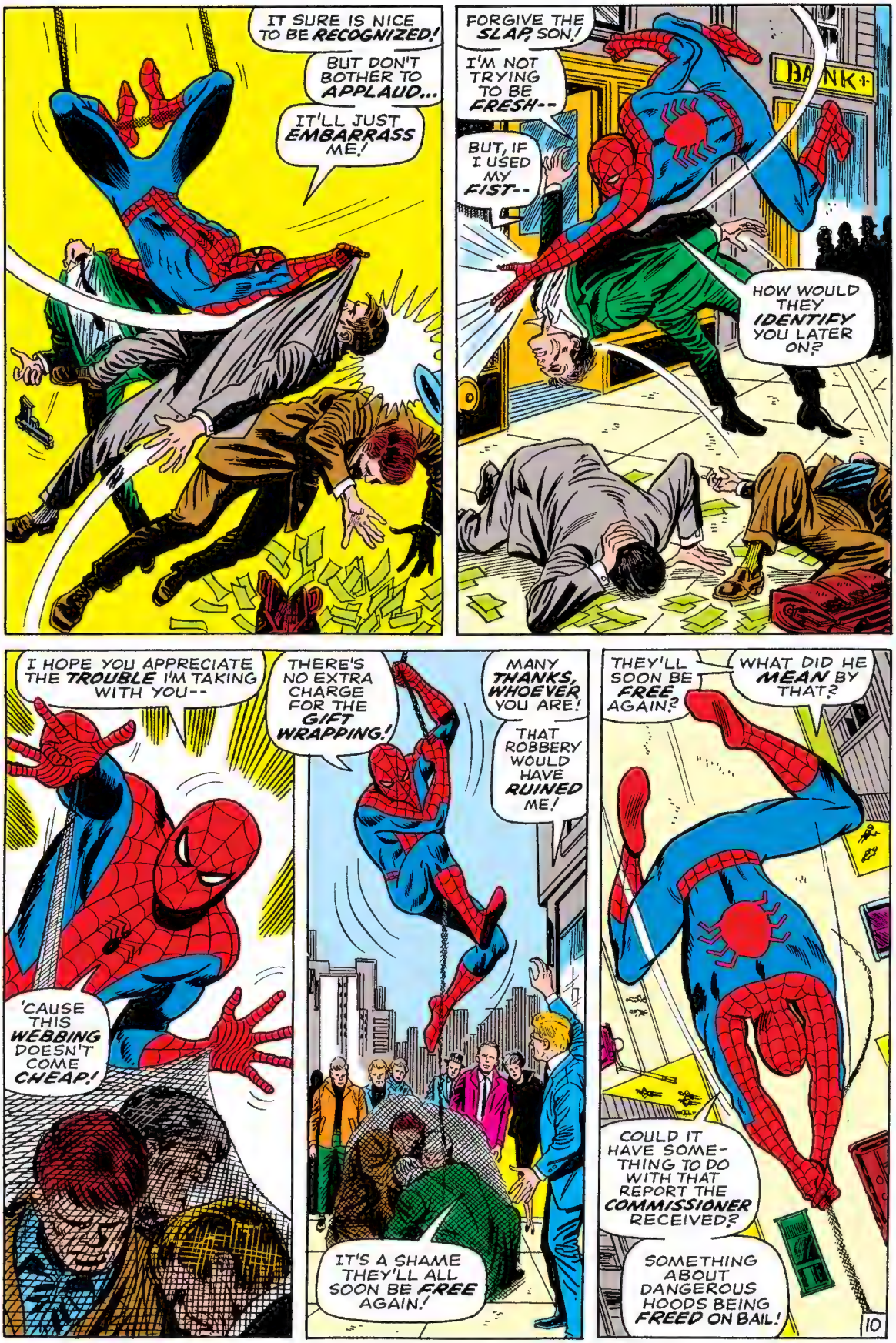
I'M GEORGE STACY, YOUNG MAN--CAPTAIN OF POLICE, RETIRED!
GWEN'S DAD! I'VE HEARD HER MENTION HIM!
WHEN LAST SEEN, SPIDER-MAN CLAIMED TO HAVE LOST HIS MEMORY!
DO YOU KNOW ANYTHING ABOUT THAT?
YES, SIR! HE DID HAVE AMNESIA!
THAT'S HOW DOC OCK CONVINCED HIM THEY WERE PARTNERS!
WHEN HIS MEMORY RETURNED TO HIM, HE SET ME FREE AGAIN!
WELL, THAT'S MY STORY--AND I'M STUCK WITH IT!
BUT WHY DID HE CAPTURE YOU IN THE FIRST PLACE?
THINK FAST, MR. PARKER!
I WAS ON A PICTURE-TAKING ASSIGNMENT--FOR THE DAILY BUGLE!
HE SAW ME FOLLOWING HIM--AND THOUGHT I WAS AN ENEMY!
BUT, WHEN HIS MEMORY RETURNED, HE REALIZED I WAS HARMLESS--AND RELEASED ME!
ARE YOU SAYING HE'S NOT AS DANGEROUS AS WE THOUGHT?
THIS IS NO LAUGHING MATTER, PARKER!
IF YOU ASK ME, HE'S SORT OF LOVABLE!
COMMISSIONER--THIS IS THE REPORT YOU'VE BEEN WAITING FOR!
LOOKS LIKE YOUR QUESTIONING IS OVER, SON!
REPORT--??
WE'VE A MORE URGENT MATTER TO ATTEND TO NOW, PARKER!
IF YOU THINK OF ANYTHING YOU MAY HAVE FORGOTTEN TO TELL US ABOUT SPIDER-MAN, CONTACT ME AT ONCE!
YOU MAY GO NOW!
THANK YOU, SIR!
SO FAR, SO GOOD!
THEY STILL DON'T SUSPECT MY REAL CONNECTION WITH SPIDEY!
I'LL SEE YOU TO THE DOOR!
THE REPORT IS JUST WHAT WE FEARED!
ANOTHER BATCH OF THE MOST DANGEROUS MOBSTERS IN TOWN HAS BEEN RELEASED ON BAIL!
BUT WHO'S BEHIND IT? WHAT'S THE EXPLANATION?
SOUNDS LIKE SOMETHING BIG IN THE WIND! WISH I COULD STAY!
CAN YOU SPARE A FEW MINUTES, PETER?
I--GUESS SO!
5

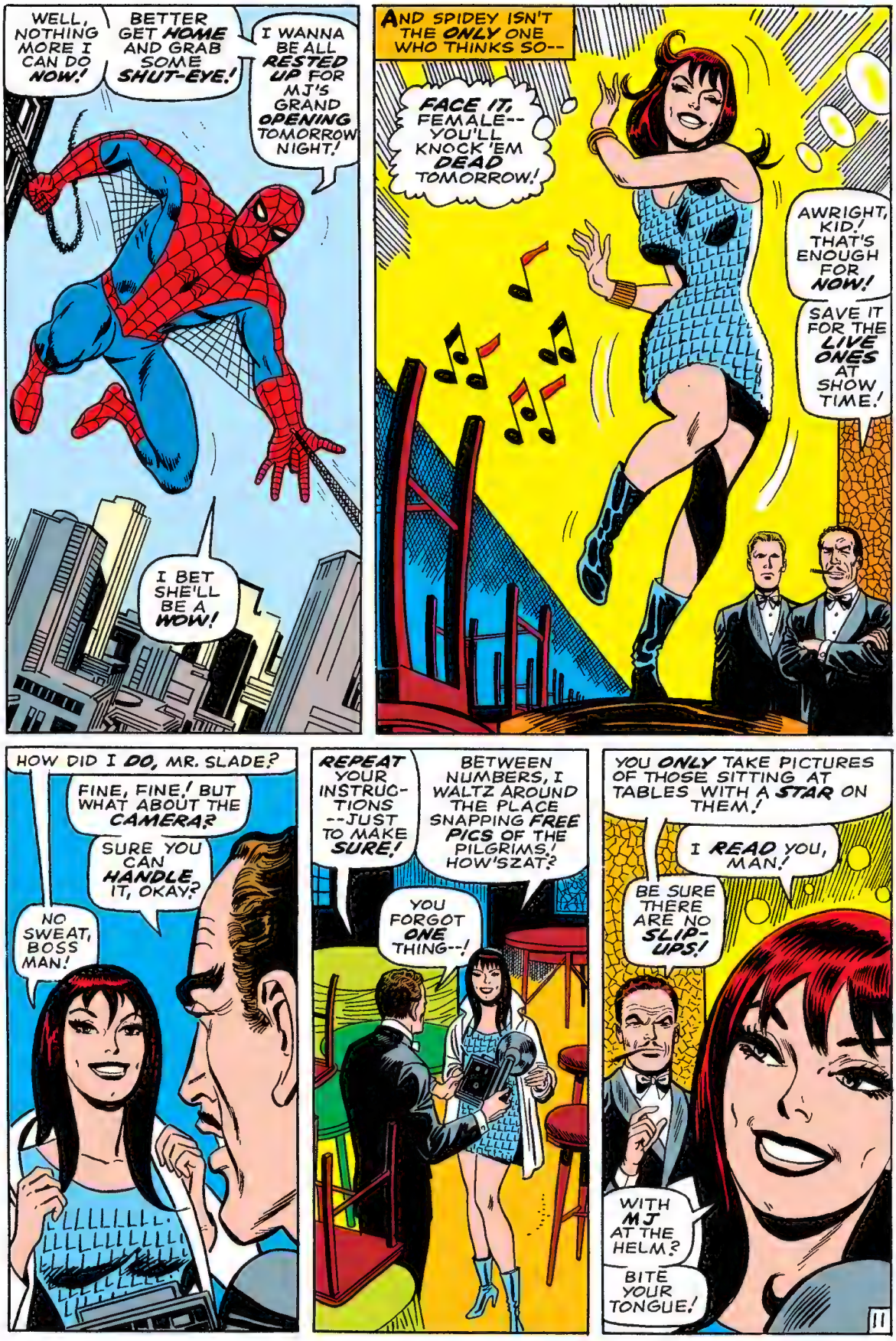

I'VE SPENT QUITE SOME TIME STUDYING THE CAREER OF SPIDER-MAN!!
AND, SINCE YOU'VE HAD THE CHANCE TO OBSERVE HIM FIRST HAND--
BUT FIRST, THIS IS MY HOUSE--
I'D LIKE TO SHOW YOU SOMETHING INSIDE--
IS THERE SOMETHING HE KNOWS --THAT HE'S NOT TELLING?
I WONDER IF GWEN IS HOME?
SOMEHOW --I FEEL I COULD TRUST HER DAD --WITH MY LIFE!
I'VE OBTAINED PRINTS OF EVERY FILM EVER TAKEN OF THE MASKED MYSTERY MAN!
AFTER CONSTANT VIEWING, I'VE CONCLUDED HE'S QUITE YOUTHFUL--AND HIGHLY INTELLIGENT!
WHAT--HAS THIS TO DO --WITH ME?
I WAS WONDERING WHETHER YOU AGREE WITH MY CONCLUSIONS?
AFTER ALL--YOU'VE SEEN--AND SPOKEN TO HIM!
LET ME SHOW YOU SOME FILMS...
I CAN SENSE THAT HE'S NOT LIKE OTHER COSTUMED ADVENTURERS!
HE SEEMS DRIVEN BY SOME INNER COMPULSION!
I'VE SPENT A LIFETIME APPREHENDING ENEMIES OF SOCIETY--AND THERE'S ONE THING I'M CERTAIN OF--
SPIDER-MAN IS NOT THE USUAL CRIMINAL TYPE!
HOW DO YOU FEEL ABOUT IT, MY BOY?
--I AGREE, SIR!
HE'S NEVER--TO MY KNOWLEDGE--ATTACKED ANYONE BUT GANGSTERS --AND WORSE!
EVEN YOUR SITUATION BEARS OUT MY THEORY--
AS SOON AS HIS MEMORY RETURNED TO HIM, HE SET YOU FREE!
IF ONLY I COULD FIND HIM--AND PROVE HIS INNOCENCE!
DAD! I JUST HEARD THE NEWS ABOUT-- OH!
PETER!! YOU'RE HERE!
IF ONLY I'D KNOWN--
I'D HAVE GOTTEN HERE SOONER!
6

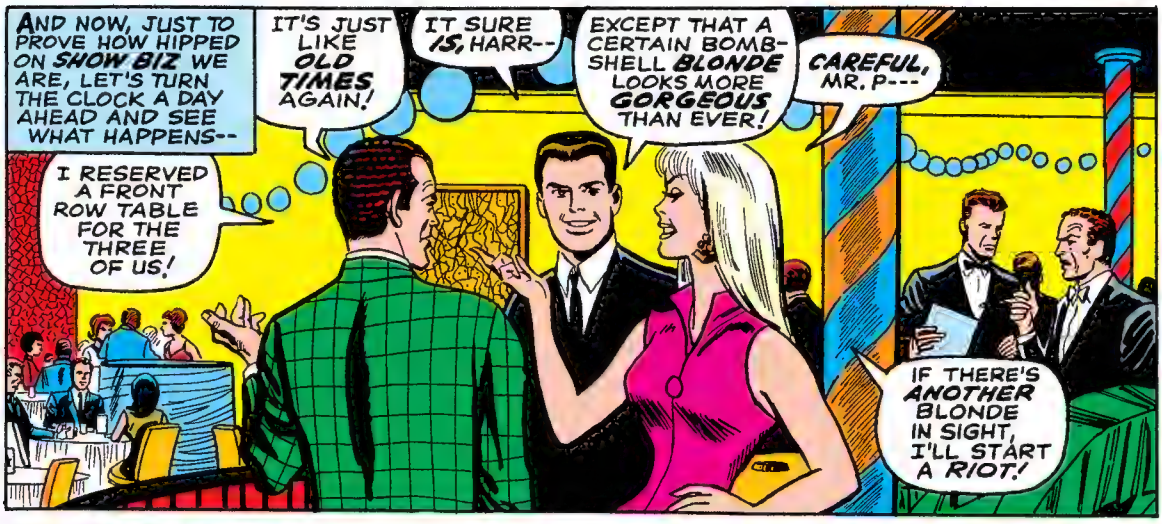

OH, PETE-- I NEVER REALIZED-- HOW MUCH I MISSED YOU--!
GWEN! YOU-- YOUR DAD! I-I MEAN--!
IT'S ALL RIGHT, SON!
EVEN AN OLD POLICE WAR-HORSE LIKE ME WAS YOUNG ONCE MYSELF!
SORRY, MR. P! DIDN'T MEAN TO EMBARRASS YOU!
BUT IT'S SO WONDERFUL SEEING YOU AGAIN! WE WERE ALL SO WORRIED--!
WE WERE WORRIED, GWENDOLYN?
SAY! DON'T APOLOGIZE, PRETTY GIRL!
I'D DISAPPEAR DAILY FOR A WELCOME LIKE THAT!
BUT YOU DID INTERRUPT US, DEAR!
CAN'T IT WAIT, DAD?
I FEEL LIKE I HAVEN'T SEEN PETE FOR CENTURIES!
AND HARRY OSBORN IS WAITING AT THE COFFEE BEAN!
I ENJOYED SEEING THOSE FILMS, SIR!
BUT NOT HALF AS MUCH AS I ENJOY SEEING GOR-GEOUS GWEN!
WELL, I COULD NEVER BEAT A COMBO LIKE THAT!
THEN, FIFTEEN FRANTIC MINUTES LATER--
HARRY! LOOK WHO I FOUND--
BIG AS LIFE AND TWICE AS SASSY!
LIKE HI, LITTLE ROOM-MATE!
HOW ABOUT THAT!--THE OL' PUMPKIN'-EATER HIMSELF!
I THOUGHT YOU WERE MAD AT HIM?
YEAH, BUT IT WASN'T A LIFE-TIME PROJECT!
HARRY, I'M SORRY FOR ANY TROUBLE I MAY HAVE CAUSED--
FORGET IT, PP!
I NEVER THOUGHT I'D BE SO GLAD TO LOOK AT ANYONE'S UGLY FACE AGAIN!
THIS CALLS FOR A PARTY, MEN!
TO GWENDOLYN, EVERYTHING CALLS FOR A PARTY!
GOOD THINKING, HARR!
C'MON-- SIT DOWN AND TELL US ALL ABOUT IT!
7.

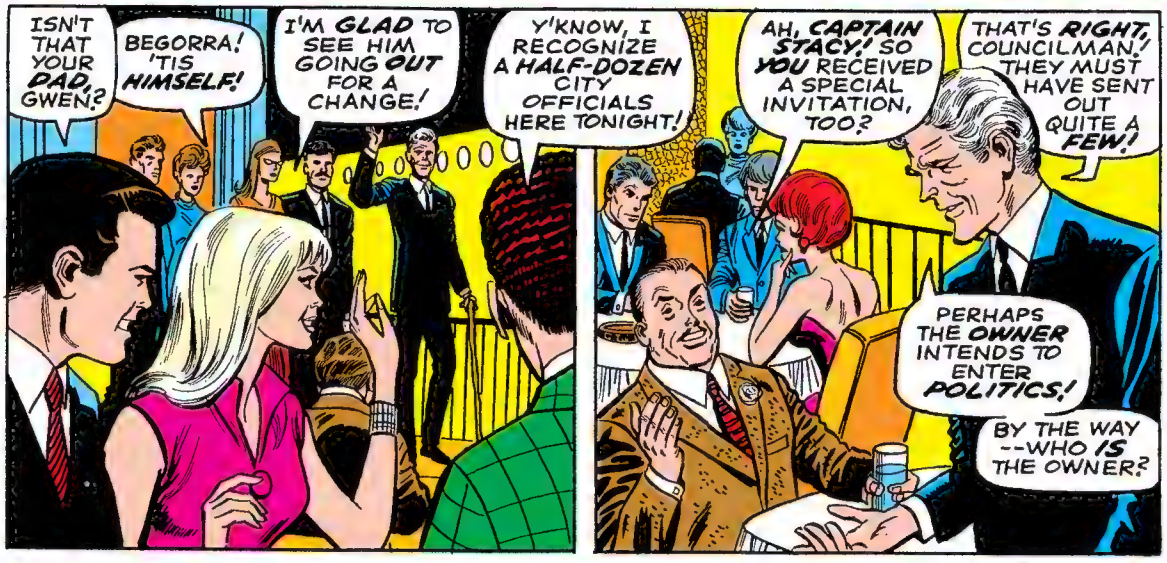

WHERE'S THE REST OF OUR FRANTIC FREE-LOADERS?
HOW ABOUT MJ? WHAT HAPPENED TO OUR SWINGIN' SWEETIE
SHE FINALLY GOT A JOB!
SHE'S KNOCKING THEM DEAD AT THE GLOOM ROOM A-GO-GO!
WE'VE GOTTA CATCH HER ACT ONE NIGHT!
AND, SPEAKING OF THE GLOOM ROOM A-GO-GO--WHICH WE DID ON PURPOSE--LET'S DROP IN FOR A WHILE! IT MIGHT BE KIND OF INTERESTING--
DOES THE NEW GIRL SUSPECT ANYTHING?
NOT A THING, BOSS!
AND EVEN IF SHE DID--WE'D FIX IT SO NOBODY WOULD EVER KNOW!
LET ME SEE WHAT SHE LOOKS LIKE!
HERE SHE IS, BOSS!
SHE'S JUST THE TYPE TO KEEP THEIR MINDS OFF WHAT'S REALLY HAPPENING!
HAS SHE RECEIVED ALL HER INSTRUCTIONS?
YES! BETWEEN DANCES, SHE'LL SNAP PICTURES OF OUR CUSTOMERS--FOR FREE!
EXCELLENT! EXCELLENT!!
NO ONE EVER TURNS DOWN A CHANCE TO GET A FREE PHOTO OF HIMSELF! IT CAN'T MISS!
THEY'LL NEVER SUSPECT THAT THE FLASH BULB WE USE HAS A CERTAIN HYPNOTIC QUALITY--
WHICH WILL MAKE THEM FEEL AN URGE TO RETURN TO OUR LITTLE CLUB A SECOND TIME!
AND THAT WILL BE WHEN OUR BRAIN-WASHING EQUIPMENT IS PUT TO USE!
CHECK THE BACK ROOM AGAIN, AND MAKE CERTAIN EVERYTHING IS READY!
EVERYTHING'S PERFECT HERE, BRAINWASHER!
THE FIRST TEST JUST WORKED LIKE A CHARM!
NOTHING WILL EVER BE ABLE TO STOP YOU NOW!
8

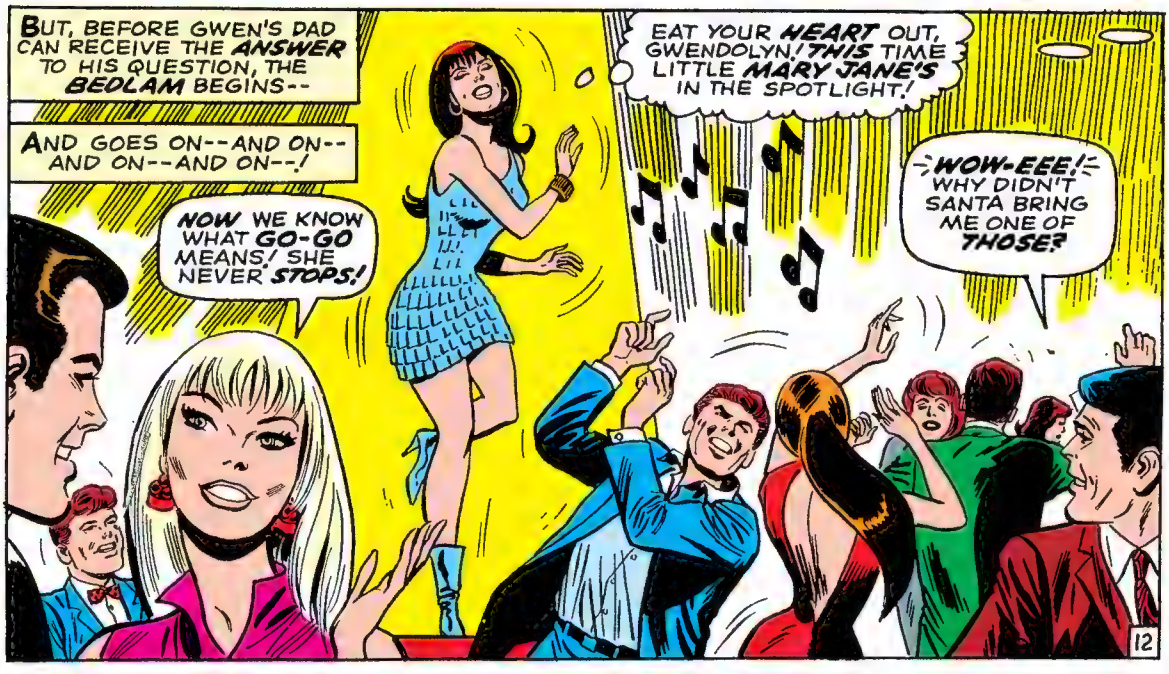

THE ASSISTANT D. A. RELEASED OUR THREE BOYS TODAY AN HOUR AFTER WE USED THE BRAINWASHING MACHINE ON HIM!
YEAH! WE DON'T NEED ANY MORE PROOF THAN THAT!
NOBODY TELLS THE BRAIN-WASHER WHAT'S NEEDED!
JUST FOLLOW MY ORDERS--AS YOU'VE DONE IN THE PAST! I'LL DO THE THINKING HERE!
OUR NEXT STEP IS TO INVITE THE CITY'S TOP OFFICIALS HERE --AS OUR GUESTS OF HONOR!
BY BRAINWASHING THEM, ONE AT A TIME, I'LL SOON HAVE THE ENTIRE GOVERNMENT UNDER MY CONTROL!
AND, EARLY THE NEXT MORNING...
ALL OF A SUDDEN, EVERYTHING'S COMING UP ROSES!
DOC OCK IS BEHIND BARS--AUNT MAY IS FEELING BETTER --AND I'VE GOT MY MEMORY BACK!
THE ONLY PROBLEM IS--THE POLICE ARE STILL AFTER ME! IF I CAN FIND A WAY-- UH OH!
WHAT'S THAT-- DOWN BELOW?
EVERY-TIME I THINK OF GWEN, I HEAR BELLS RINGING!
I FEEL LIKE WEB-SWINGING ALL OVER TOWN-- WITH SKYROCKETS GOING OFF!
A STICK-UP!! IN BROAD DAYLIGHT!
JEWELER
CHECKS CASHED
C'MON-- LET'S GET GOIN'!
WE AINT GOT ALL DAY!
CORRECTION, FRIEND!
YOU HAVEN'T EVEN GOT A FEW MINUTES!
ZONK!
LOOK OUT!
IT'S SPID--OOOF!-
9

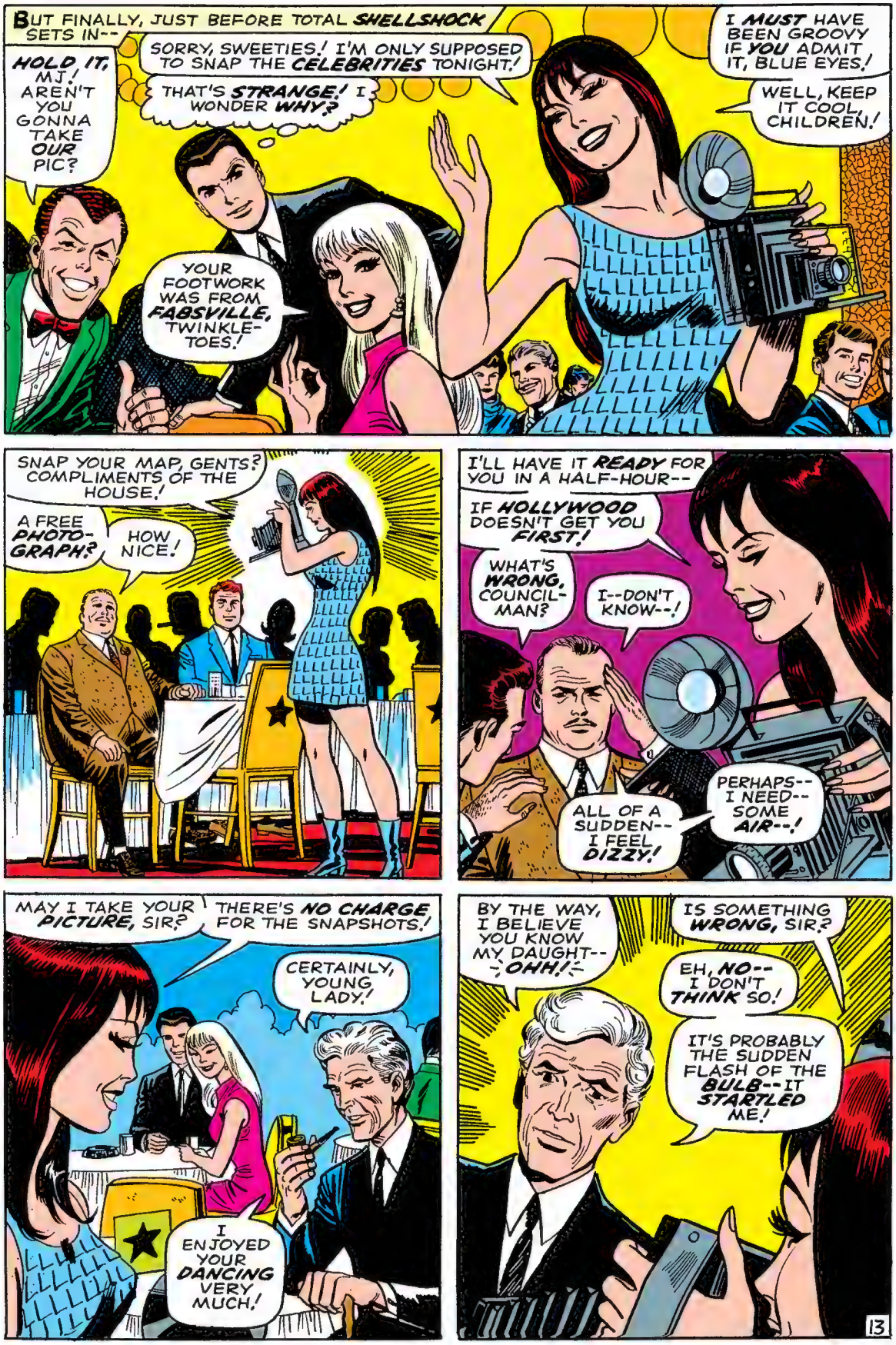

IT SURE IS NICE TO BE RECOGNIZED!
BUT DON'T BOTHER TO APPLAUD...
IT'LL JUST EMBARRASS ME!
FORGIVE THE SLAP, SON!
I'M NOT TRYING TO BE FRESH--
BUT, IF I USED MY FIST--
BANK
HOW WOULD THEY IDENTIFY YOU LATER ON?
I HOPE YOU APPRECIATE THE TROUBLE I'M TAKING WITH YOU--
'CAUSE THIS WEBBING DOESN'T COME CHEAP!
THERE'S NO EXTRA CHARGE FOR THE GIFT WRAPPING!
MANY THANKS, WHOEVER YOU ARE!
THAT ROBBERY WOULD HAVE RUINED ME!
IT'S A SHAME THEY'LL ALL SOON BE FREE AGAIN!
THEY'LL SOON BE FREE AGAIN?
WHAT DID HE MEAN BY THAT?
COULD IT HAVE SOMETHING TO DO WITH THAT REPORT THE COMMISSIONER RECEIVED?
SOMETHING ABOUT DANGEROUS HOODS BEING FREED ON BAIL!
10

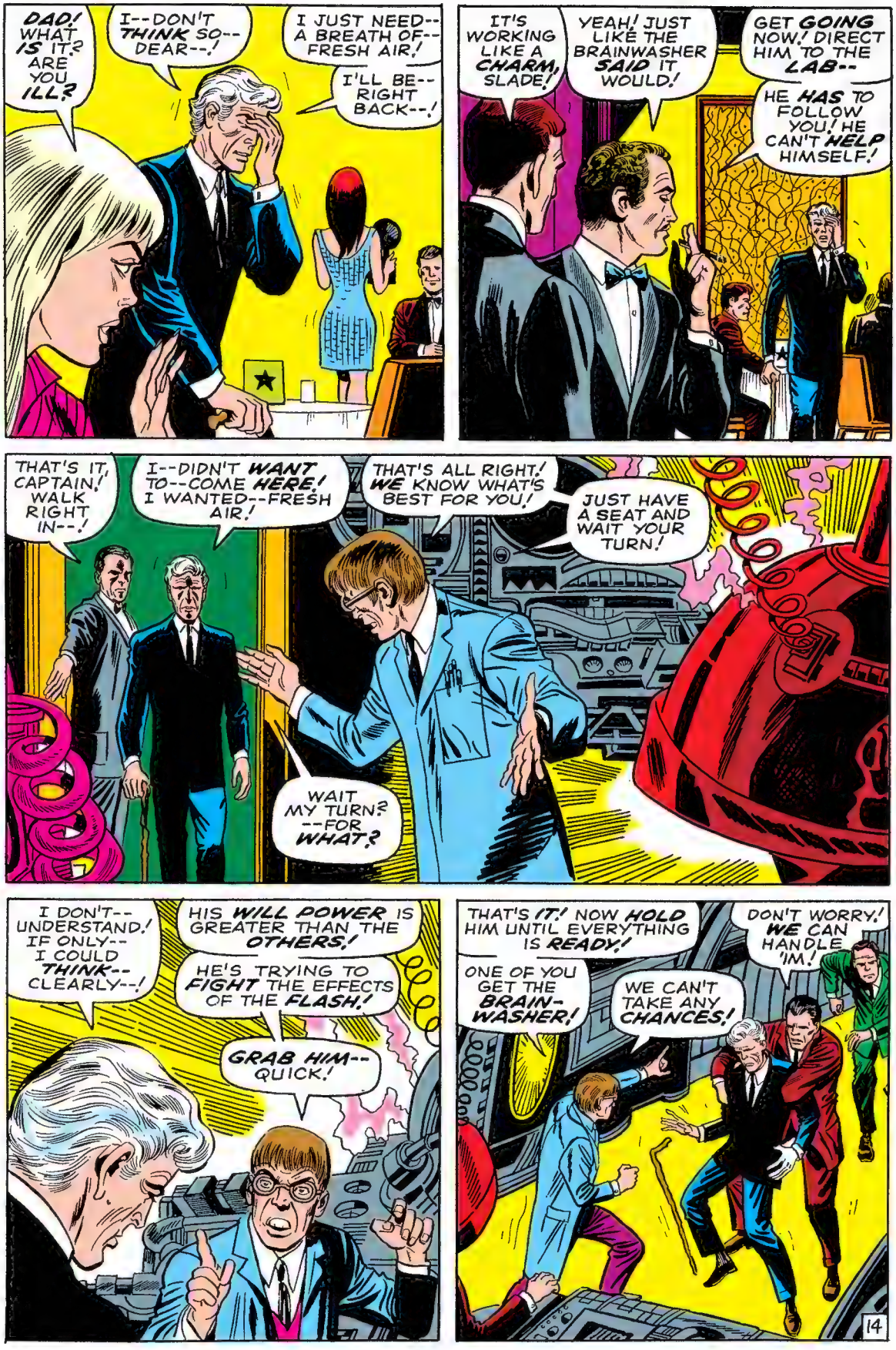

WELL, NOTHING MORE I CAN DO NOW!
BETTER GET HOME AND GRAB SOME SHUT-EYE!
I WANNA BE ALL RESTED UP FOR MJ'S GRAND OPENING TOMORROW NIGHT!
I BET SHE'LL BE A WOW!
AND SPIDEY ISN'T THE ONLY ONE WHO THINKS SO--
FACE IT, FEMALE-- YOU'LL KNOCK 'EM DEAD TOMORROW!
AWRIGHT, KID, THAT'S ENOUGH FOR NOW!
SAVE IT FOR THE LIVE ONES AT SHOW TIME!
HOW DID I DO, MR. SLADE?
FINE, FINE, BUT WHAT ABOUT THE CAMERA?
SURE YOU CAN HANDLE IT, OKAY?
NO SWEAT, BOSS MAN!
REPEAT YOUR INSTRUC-TIONS --JUST TO MAKE SURE!
BETWEEN NUMBERS, I WALTZ AROUND THE PLACE SNAPPING FREE PICS OF THE PILGRIMS! HOW'SZAT?
YOU FORGOT ONE THING--!
YOU ONLY TAKE PICTURES OF THOSE SITTING AT TABLES WITH A STAR ON THEM!
I READ YOU, MAN!
BE SURE THERE ARE NO SLIP-UPS!
WITH MJ AT THE HELM?
BITE YOUR TONGUE!
11

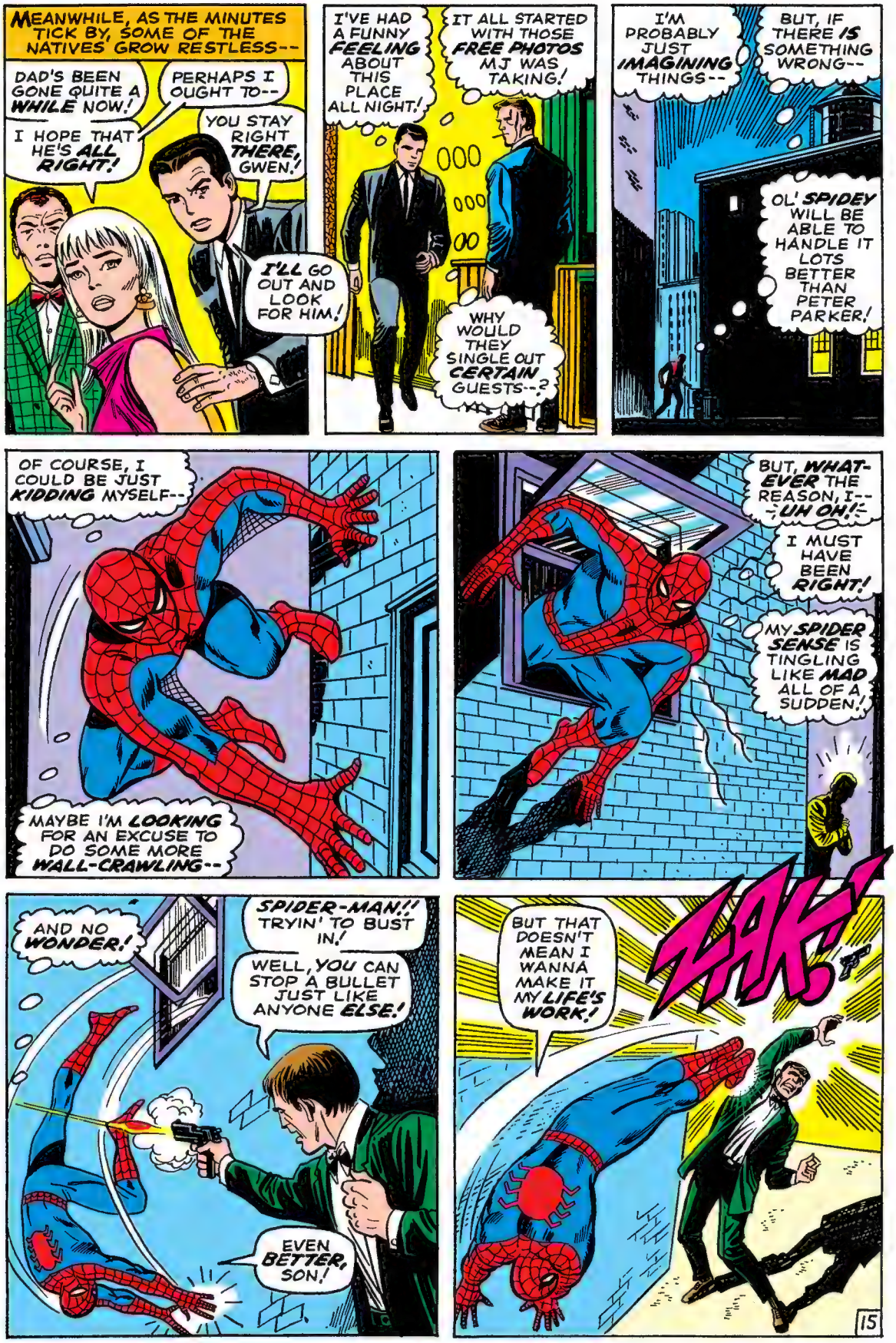

AND NOW, JUST TO PROVE HOW HIPPED ON SHOW BIZ WE ARE, LET'S TURN THE CLOCK A DAY AHEAD AND SEE WHAT HAPPENS--
IT'S JUST LIKE OLD TIMES AGAIN!
IT SURE IS, HARR--
EXCEPT THAT A CERTAIN BOMB-SHELL BLONDE LOOKS MORE GORGEOUS THAN EVER!
CAREFUL, MR. P---
I RESERVED A FRONT ROW TABLE FOR THE THREE OF US!
IF THERE'S ANOTHER BLONDE IN SIGHT, I'LL START A RIOT!


ISN'T THAT YOUR DAD, GWEN?
BEGORRA! 'TIS HIMSELF!
I'M GLAD TO SEE HIM GOING OUT FOR A CHANGE!
Y'KNOW, I RECOGNIZE A HALF-DOZEN CITY OFFICIALS HERE TONIGHT!
AH, CAPTAIN STACY! SO YOU RECEIVED A SPECIAL INVITATION, TOO?
THAT'S RIGHT, COUNCILMAN! THEY MUST HAVE SENT OUT QUITE A FEW!
PERHAPS THE OWNER INTENDS TO ENTER POLITICS!
BY THE WAY --WHO IS THE OWNER?


BUT, BEFORE GWEN'S DAD CAN RECEIVE THE ANSWER TO HIS QUESTION, THE BEDLAM BEGINS--
AND GOES ON--AND ON--AND ON--AND ON--!
NOW WE KNOW WHAT GO-GO MEANS! SHE NEVER STOPS!
EAT YOUR HEART OUT, GWENDOLYN! THIS TIME LITTLE MARY JANE'S IN THE SPOTLIGHT!
-:WOW-EEE!:- WHY DIDN'T SANTA BRING ME ONE OF THOSE?


BUT FINALLY, JUST BEFORE TOTAL SHELLSHOCK SETS IN--
HOLD IT, MJ! AREN'T YOU GONNA TAKE OUR PIC?
SORRY, SWEETIES! I'M ONLY SUPPOSED TO SNAP THE CELEBRITIES TONIGHT!
THAT'S STRANGE! I WONDER WHY?
I MUST HAVE BEEN GROOVY IF YOU ADMIT IT, BLUE EYES!
WELL, KEEP IT COOL, CHILDREN!
YOUR FOOTWORK WAS FROM FABSVILLE, TWINKLE-TOES!
SNAP YOUR MAP, GENTS? COMPLIMENTS OF THE HOUSE!
A FREE PHOTO-GRAPH?
HOW NICE!
I'LL HAVE IT READY FOR YOU IN A HALF-HOUR--
IF HOLLYWOOD DOESN'T GET YOU FIRST!
WHAT'S WRONG, COUNCIL-MAN?
I--DON'T KNOW--!
ALL OF A SUDDEN-- I FEEL DIZZY!
PERHAPS-- I NEED-- SOME AIR--!
MAY I TAKE YOUR PICTURE, SIR?
THERE'S NO CHARGE FOR THE SNAPSHOTS!
CERTAINLY, YOUNG LADY!
I ENJOYED YOUR DANCING VERY MUCH!
BY THE WAY, I BELIEVE YOU KNOW MY DAUGHT--
-OHH!-
IS SOMETHING WRONG, SIR?
EH, NO-- I DON'T THINK SO!
IT'S PROBABLY THE SUDDEN FLASH OF THE BULB--IT STARTLED ME!


DAD! WHAT IS IT? ARE YOU ILL?
I--DON'T THINK SO--DEAR--!
I JUST NEED--A BREATH OF--FRESH AIR!
I'LL BE--RIGHT BACK--!
IT'S WORKING LIKE A CHARM, SLADE!
YEAH! JUST LIKE THE BRAINWASHER SAID IT WOULD!
GET GOING NOW! DIRECT HIM TO THE LAB--
HE HAS TO FOLLOW YOU! HE CAN'T HELP HIMSELF!
THAT'S IT, CAPTAIN! WALK RIGHT IN--!
I--DIDN'T WANT TO--COME HERE! I WANTED--FRESH AIR!
THAT'S ALL RIGHT! WE KNOW WHAT'S BEST FOR YOU!
JUST HAVE A SEAT AND WAIT YOUR TURN!
WAIT MY TURN? --FOR WHAT?
I DON'T--UNDERSTAND! IF ONLY--I COULD THINK--CLEARLY--!
HIS WILL POWER IS GREATER THAN THE OTHERS!
HE'S TRYING TO FIGHT THE EFFECTS OF THE FLASH!
GRAB HIM--QUICK!
THAT'S IT! NOW HOLD HIM UNTIL EVERYTHING IS READY!
ONE OF YOU GET THE BRAIN-WASHER!
WE CAN'T TAKE ANY CHANCES!
DON'T WORRY! WE CAN HANDLE 'IM!
14


MEANWHILE, AS THE MINUTES TICK BY, SOME OF THE NATIVES GROW RESTLESS--
DAD'S BEEN GONE QUITE A WHILE NOW!
PERHAPS I OUGHT TO--
I HOPE THAT HE'S ALL RIGHT!
YOU STAY RIGHT THERE, GWEN.
I'LL GO OUT AND LOOK FOR HIM!
I'VE HAD A FUNNY FEELING ABOUT THIS PLACE ALL NIGHT!
IT ALL STARTED WITH THOSE FREE PHOTOS MJ WAS TAKING!
WHY WOULD THEY SINGLE OUT CERTAIN GUESTS--?
I'M PROBABLY JUST IMAGINING THINGS--
BUT, IF THERE IS SOMETHING WRONG--
OL' SPIDEY WILL BE ABLE TO HANDLE IT LOTS BETTER THAN PETER PARKER!
OF COURSE, I COULD BE JUST KIDDING MYSELF--
MAYBE I'M LOOKING FOR AN EXCUSE TO DO SOME MORE WALL-CRAWLING--
BUT, WHATEVER THE REASON, I--
-UH OH!-
I MUST HAVE BEEN RIGHT!
MY SPIDER SENSE IS TINGLING LIKE MAD ALL OF A SUDDEN!
AND NO WONDER!
SPIDER-MAN!! TRYIN' TO BUST IN!
WELL, YOU CAN STOP A BULLET JUST LIKE ANYONE ELSE!
EVEN BETTER, SON!
BUT THAT DOESN'T MEAN I WANNA MAKE IT MY LIFE'S WORK!
ZAK!
15

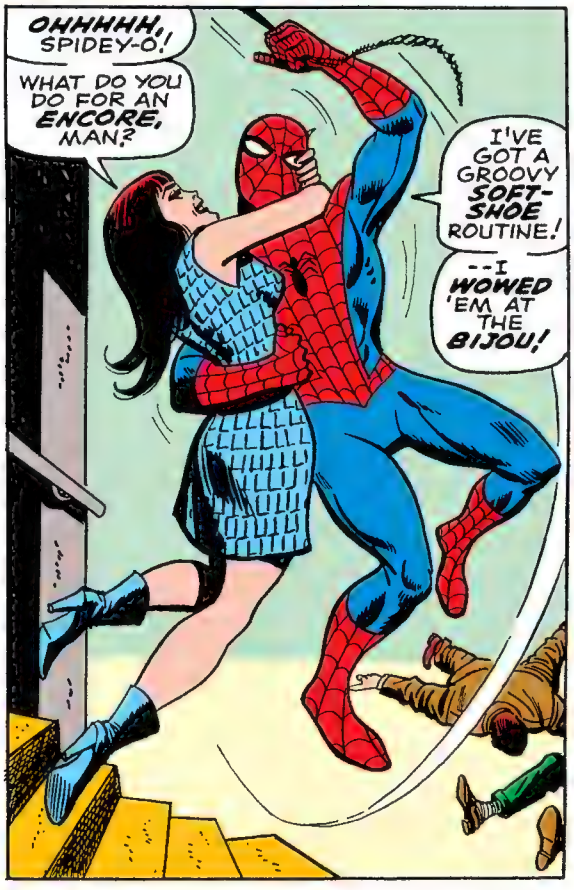
UH OH! MY SPIDEY SENSE IS AT IT AGAIN!
SOMEONE'S ATTACKING FROM BEHIND!
THIS'LL PUT YOU OUTTA THE WAY UNTIL WE CAN--
HEY!!
HOW'D YOU DODGE THAT??
WITH EASE, SONNY BOY!
I DON'T KNOW WHAT'S GOING ON IN THERE--
BUT IF IT NEEDS A COUPLE OF ARMED HOODS TO GUARD THE SECRET--
YOU CAN BET YOUR BOTTLE-TOPS I'M GONNA FIND OUT!
WHAP!
AND, WHEN IT COMES TO A LITTLE WAY-OUT WALL-CRAWLING--
THERE'S NO TIME LIKE THE PRESENT!
THE ALARM! --I'VE GOTTA SOUND-- THE ALARM--!
THE SIGNAL!! SOMEONE'S BROKEN IN!
WELL, WE'VE GOT ENOUGH MUSCLE TO MAKE SURE HE NEVER GETS OUT AGAIN--
--UNLESS IT'S FEET FIRST!

MOVE IT, YOU GUYS!
KEEP YER SHIRT ON!
THE BRAIN-WASHER'S ORDERS ARE: NOBODY GETS IN--OR OUT!
WE GOT US ENOUGH ARTILLERY HERE TO HOLD OFF AN ARMY!
YOU MIGHT BE BETTER OFF AGAINST AN ARMY!
WHO SAID THAT??
YOUR FRIENDLY, NEIGHBORHOOD SPIDER-MAN!
IT'S THE MASKED WALL-CRAWLER!!
WHO ELSE?
GET IM!!
LOOK OUT! HE--HE'S GONNA--
--LEAP!!
UHHH!
AWWW! HOW COULDJA TELL?
IT'S BAD ENOUGH TO SHOOT AT SOMEBODY!
BUT AIM LIKE YOURS IS TOTALLY UNFORGIVABLE!
WHAT YOU NEED IS A LITTLE WORK-OUT--!

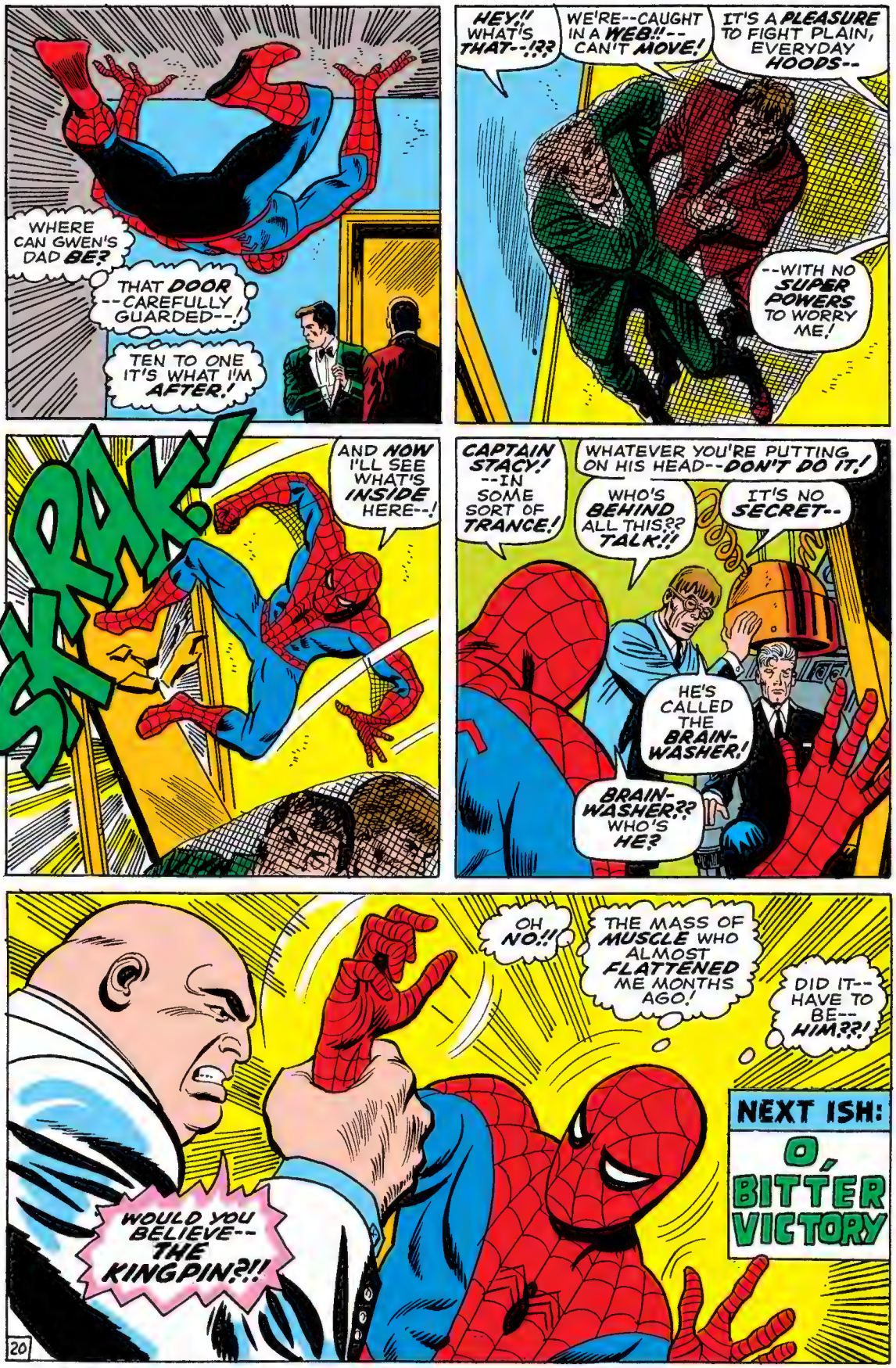
--AND FAR BE IT FROM ME TO STOP YOU FROM GETTING IT!
ZONK!
OKAY--FUNTIME'S OVER!
NOW I WANNA KNOW WHAT'S UP?!!
D-DON'T HIT ME! DON'T HIT ME!
I'LL TALK! I'LL TALK!
BUT, AT THAT CRUCIAL INSTANT--FATE INTERVENES--IN THE PULCHRITUDINOUS PERSON OF A MYSTIFIED M. J. WATSON--
MARY JANE!!
WH-WHAT'S WRONG??
ALL THAT NOISE!! --WHAT'S HAPPENING?
NOW'S MY CHANCE--
IF I CAN GRAB THE GUN--!
OKAY, WALL-CRAWLER--!
HE'S USING HER --AS A SHIELD!!
NOW IT'S OUR TURN!
LET 'IM HAVE IT, LOUIE!
SPIDER-MAN!
18

ONE SHOT'S ALL IT'LL TAKE TO-- -HEY!!-
FP
LU
G!
HE--FIRED SOME WEBBING-- RIGHT INTO-- THE GUN BARREL!!

SORRY ABOUT THAT, LOUIE!
PAK!


OHHHHH, SPIDEY-O!
WHAT DO YOU DO FOR AN ENCORE, MAN?
I'VE GOT A GROOVY SOFT-SHOE ROUTINE!
--I WOWED 'EM AT THE BIJOU!

OKAY, LADY-- CUT OUT-- WHILE YOU CAN!
I'VE STILL GOT TO FIND CAPT. STACY!
DON'T YOU HAVE ANY BROTHERS?
I SAID OUT!
19


WHERE CAN GWEN'S DAD BE?
THAT DOOR --CAREFULLY GUARDED--!
TEN TO ONE IT'S WHAT I'M AFTER!
HEY!! WHAT'S THAT--!??
WE'RE--CAUGHT IN A WEB!!-- CAN'T MOVE!
IT'S A PLEASURE TO FIGHT PLAIN, EVERYDAY HOODS--
--WITH NO SUPER POWERS TO WORRY ME!
SKRAK!
AND NOW I'LL SEE WHAT'S INSIDE HERE--!
CAPTAIN STACY! --IN SOME SORT OF TRANCE!
WHATEVER YOU'RE PUTTING ON HIS HEAD--DON'T DO IT!
WHO'S BEHIND ALL THIS?? TALK!!
IT'S NO SECRET--
HE'S CALLED THE BRAIN-WASHER!
BRAIN-WASHER?? WHO'S HE?
OH NO!!
THE MASS OF MUSCLE WHO ALMOST FLATTENED ME MONTHS AGO!
DID IT-- HAVE TO BE-- HIM?!?
WOULD YOU BELIEVE-- THE KINGPIN?!!
NEXT ISH:
O, BITTER VICTORY
20

the AMAZING SPIDER-MAN
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O, BITTER VICTORY!

THE AMAZING SPIDER-MAN!™
O, BITTER VICTORY!
I'M GLAD YOU'VE LEARNED THE BRAINWASHER'S TRUE IDENTITY---
SO YOU'LL KNOW IT'S REALLY THE KINGPIN WHO IS ABOUT TO CRUSH YOU!
SPTOK!
MOVE IT, SPIDEY! A CREAMPUFF THE KINGPIN ISN'T!
HE'S GOT CAPTAIN STACY IN SOME SORT OF TRANCE UNDER THAT MACHINE!
THERE'S MORE AT STAKE HERE THAN I THOUGHT!
IF YOU THINK OUR WEB-SPINNER'S IN TROUBLE NOW, WAIT'LL YOU SEE THE NEW HEART-RENDING HANG-UPS AHEAD, PEERLESSLY PRESENTED BY:
STAN LEE (THE MAN) and JOHNNY ROMITA (RING-A-DING)
WITH AN ADMIRABLE ASSIST BY:
DASHING DONNIE HECK & MIGHTY MICKEY DEMEO
AND THE EVER-LOVIN' LETTERING OF:
SWINGIN' SAMMY ROSEN

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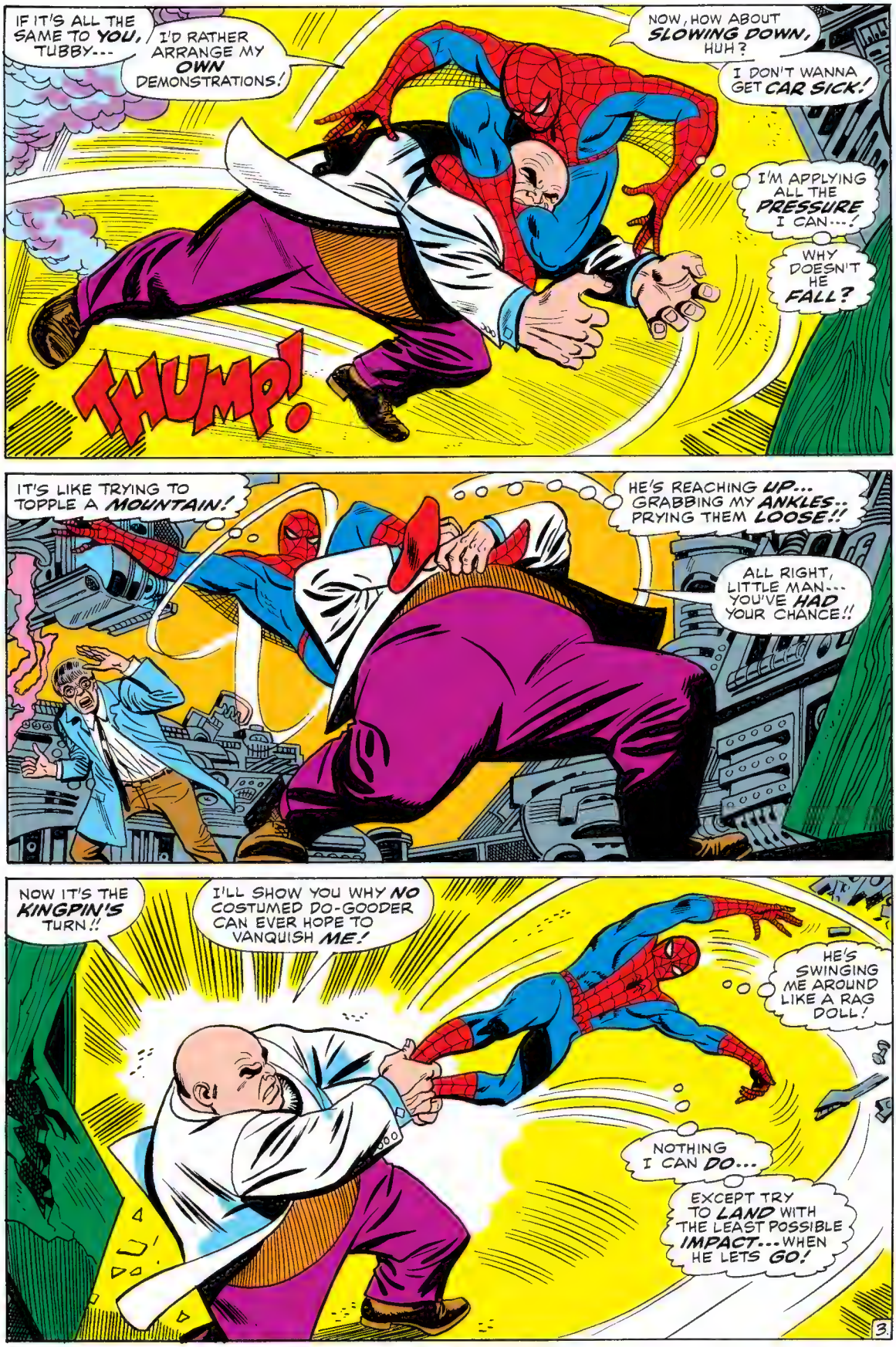
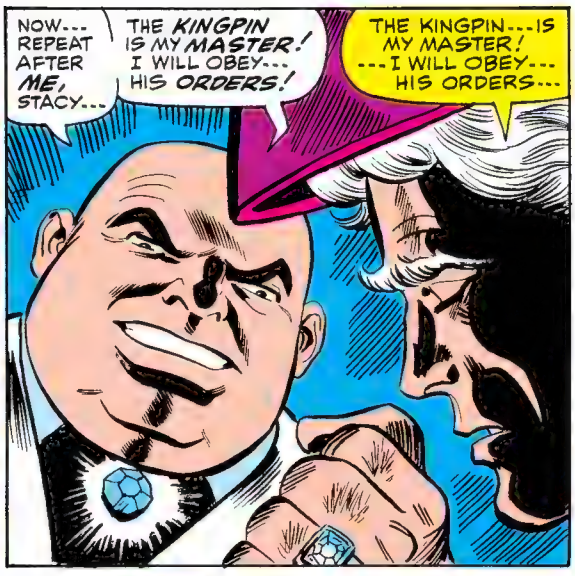
STAND STILL, YOU BLASTED WALL-CRAWLING MEDDLER, OR I'LL--- I'LL---
IF YOU WANT A BACKSTOP FOR THOSE PUDGY-HANDED PUNCHES OF YOURS---
GO FIND YOURSELF ANOTHER BOY!
=UNHHH!=
BLAM!
=WHEW!= LUCKY NONE OF HIS BLOWS CONNECTED!
I LEARNED THE HARD WAY---ALL THAT FAT IS JUST PLAIN MUSCLE!*
HE'S UP AGAIN--- CHARGING AT ME LIKE A BATTERING RAM!
HOW DOES HE MANAGE TO MOVE SO FAST?
DID YOU THINK ONE PUNY ATTACK COULD STOP THE KINGPIN??
NOW I'LL SHOW YOU WHY YOU DON'T STAND A CHANCE AGAINST ME--!
*IN ISH #51---AS IF IT MATTERS! --SUPERCILIOUS STAN.
2


IF IT'S ALL THE SAME TO YOU, TUBBY---
I'D RATHER ARRANGE MY OWN DEMONSTRATIONS!
NOW, HOW ABOUT SLOWING DOWN, HUH?
I DON'T WANNA GET CAR SICK!
I'M APPLYING ALL THE PRESSURE I CAN---!
WHY DOESN'T HE FALL?
THUMP!
IT'S LIKE TRYING TO TOPPLE A MOUNTAIN!
HE'S REACHING UP... GRABBING MY ANKLES.. PRYING THEM LOOSE!!
ALL RIGHT, LITTLE MAN--- YOU'VE HAD YOUR CHANCE!!
NOW IT'S THE KINGPIN'S TURN!!
I'LL SHOW YOU WHY NO COSTUMED DO-GOODER CAN EVER HOPE TO VANQUISH ME!
HE'S SWINGING ME AROUND LIKE A RAG DOLL!
NOTHING I CAN DO...
EXCEPT TRY TO LAND WITH THE LEAST POSSIBLE IMPACT... WHEN HE LETS GO!
3

THIS IS IT!
IF I CAN JUST CURL INTO A BALL FAST ENOUGH BEFORE I HIT...
KINGPIN... STOP!
YOU'RE HURLING HIM INTO THE ELECTRICAL POWER SOURCE!!
NO! I DIDN'T PLAN IT THAT WAY!!
HE DID IT HIMSELF... BY SPINNING AROUND IN MID-AIR!!
IT'LL CAUSE A SHORT-CIRCUIT!!
LOOK OUT!! THERE IT GOES!
THE EQUIPMENT!! SHUT IT OFF, YOU BRAINLESS BUMBLER!!
I CAN'T SEE HIM THROUGH ALL THE SMOKE!
ELECTRIC SHOCK... WEAKENED ME... BUT.. HAVE TO KEEP MOVING..!
IT'S TOO HOT!! I CAN'T TOUCH IT!
OUT OF THE WAY, YOU WEAKLING!! LET ME DO IT!
IF I CAN JUST... MAKE IT OUT THE WINDOW...
THERE! THE SMOKE WILL CLEAR IN MINUTES!
SKRAK!
SPIDER-MAN'S GONE!
HE MUST HAVE GOTTEN OUT THE WINDOW!
WHAT DO WE DO NOW, KINGPIN?
REPAIR THE EQUIPMENT, YOU FOOL!
HAVE YOU FORGOTTEN CAPTAIN STACY?
THEN, MINUTES LATER ---
BUT, WHAT ABOUT SPIDER-MAN?
I CAN DESTROY HIM ANY TIME I CHOOSE!
NOW, GET ON WITH IT!
4

THAT'S IT! IT'S WORKING PERFECTLY!
IN A MATTER OF SECONDS HE'LL BE OUR UNWITTING, TOTALLY-OBEDIENT TOOL!

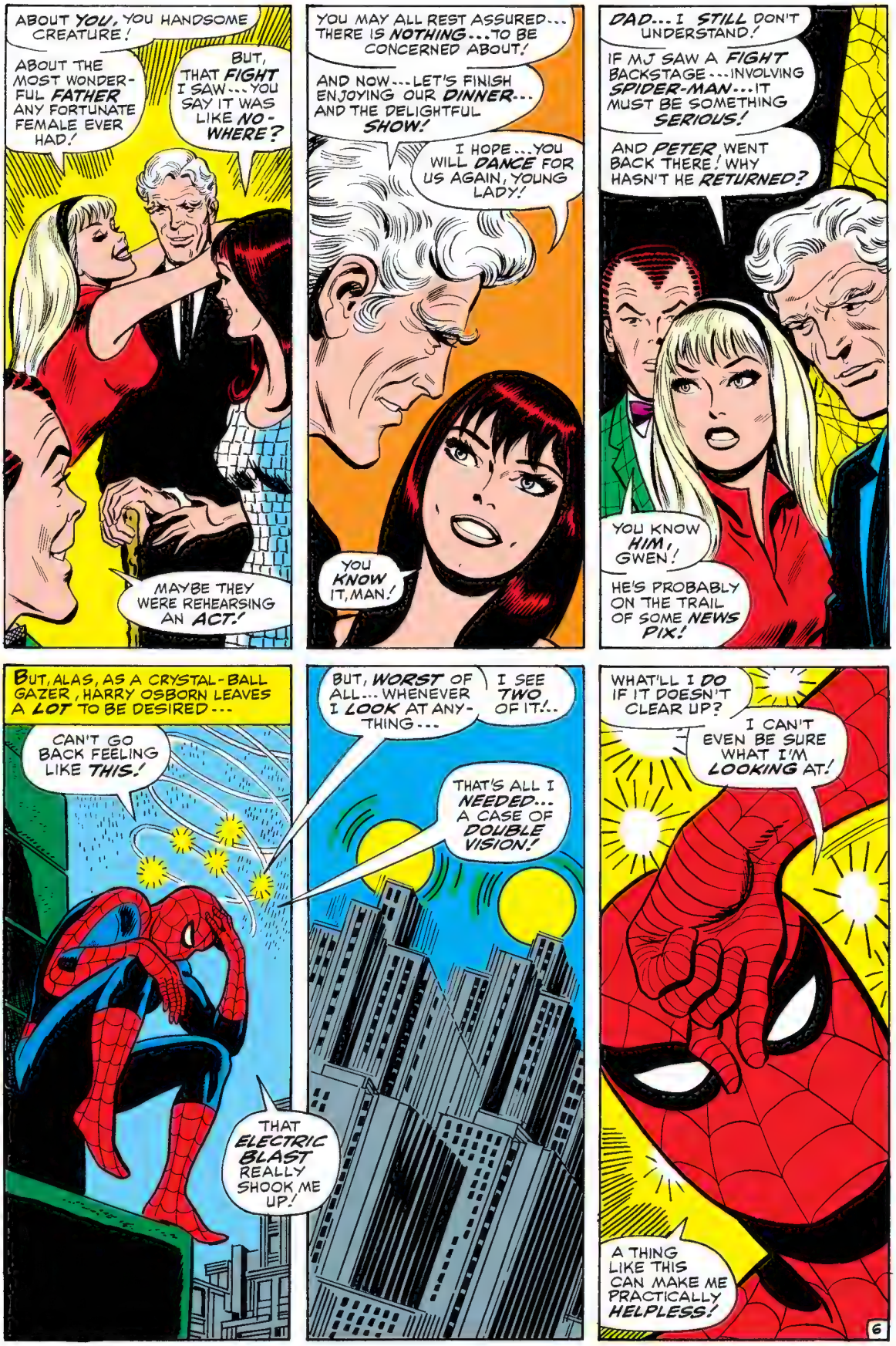

NOW... REPEAT AFTER ME, STACY...
THE KINGPIN IS MY MASTER! I WILL OBEY... HIS ORDERS!
THE KINGPIN... IS MY MASTER! ...I WILL OBEY... HIS ORDERS...

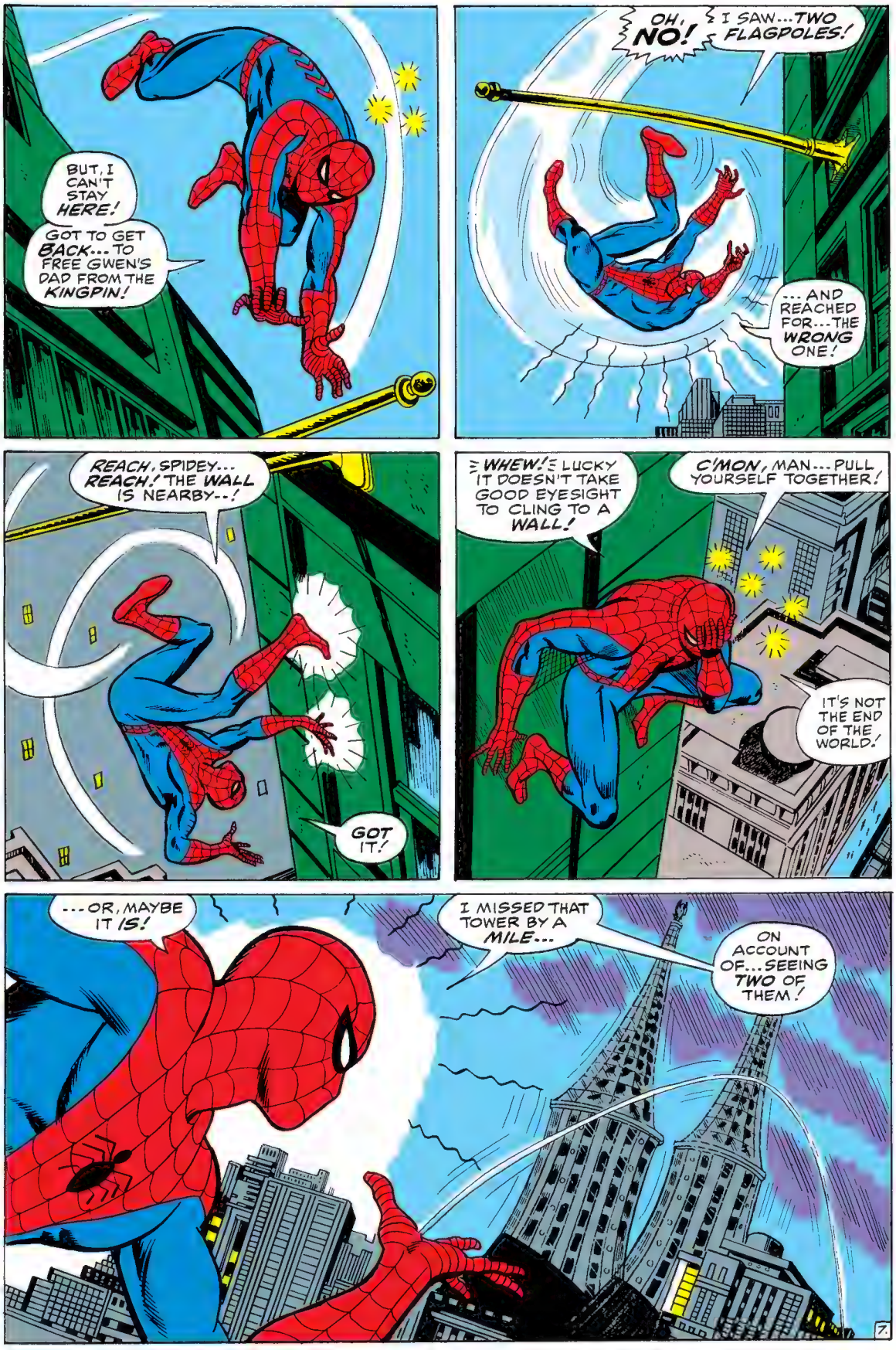
AND, AS THE MASTER EVIL-DOER CONTINUES HIS SINISTER BRIEFING...
I CAN'T SHAKE THE FEELING THAT THERE'S SOMETHING WRONG HERE!
LIKE WHAT, GWEN?
I DON'T UNDERSTAND IT!
FIRST DAD... AND NOW PETER HASN'T RETURNED, EITHER!

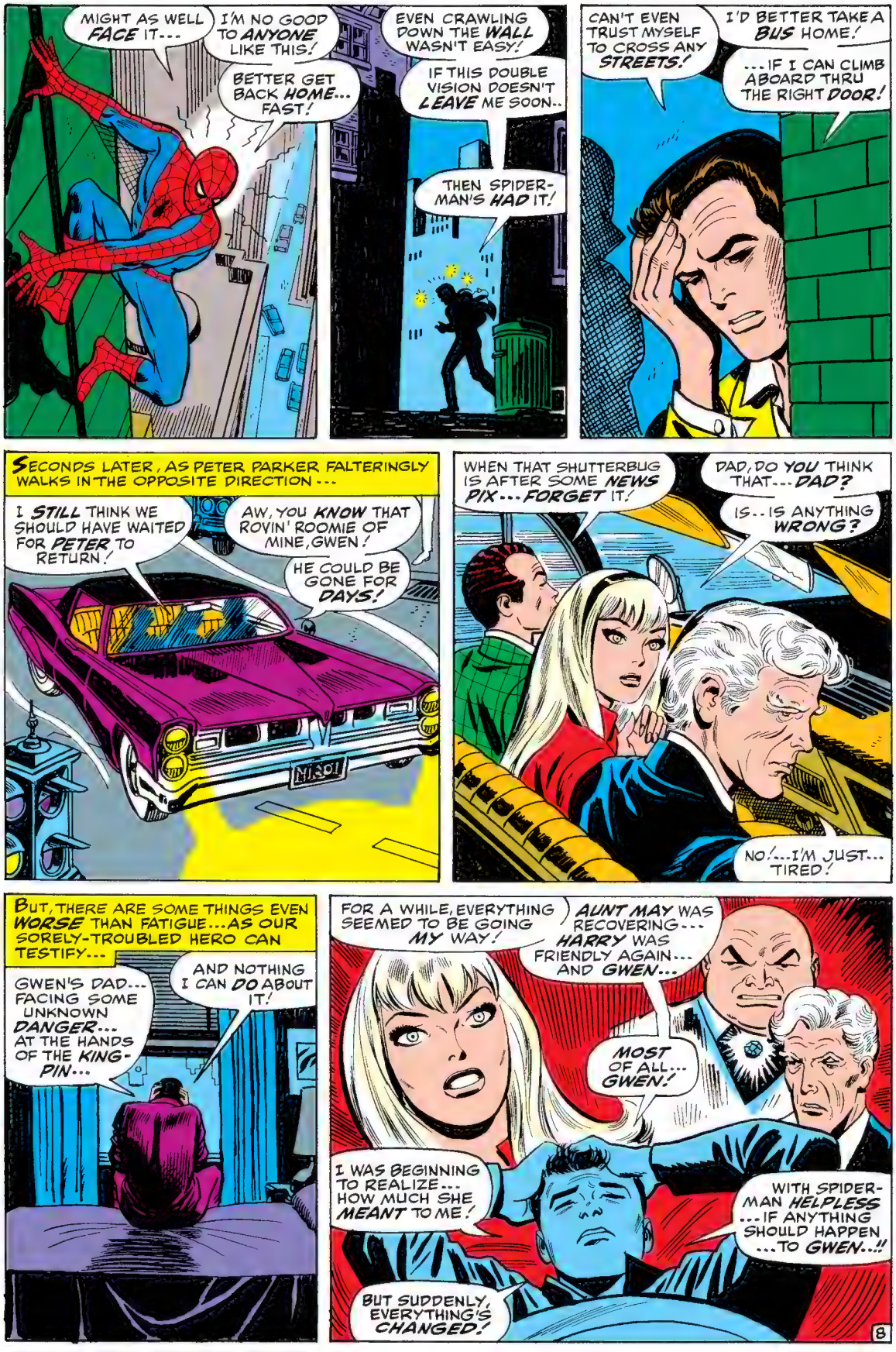
GWEN! WHERE'S YOUR FATHER?
I'VE GOT TO SEE HIM!
THERE'S SOMETHING HAPPENING OUTSIDE... SOMETHING HE SHOULD KNOW!
MJ! YOU LOOK AS THOUGH YOU'VE SEEN A GHOST!
WHAT IS IT, GIRL? SPEAK UP!

I WAS BACKSTAGE... AND I SAW A FIGHT... THEN ONE OF THE MEN GRABBED ME... USING ME AS A SHIELD...
A SHIELD! AGAINST WHAT??
AGAINST SPIDER-MAN! LIKE.. IT WAS HIM THEY WERE FIGHTING!

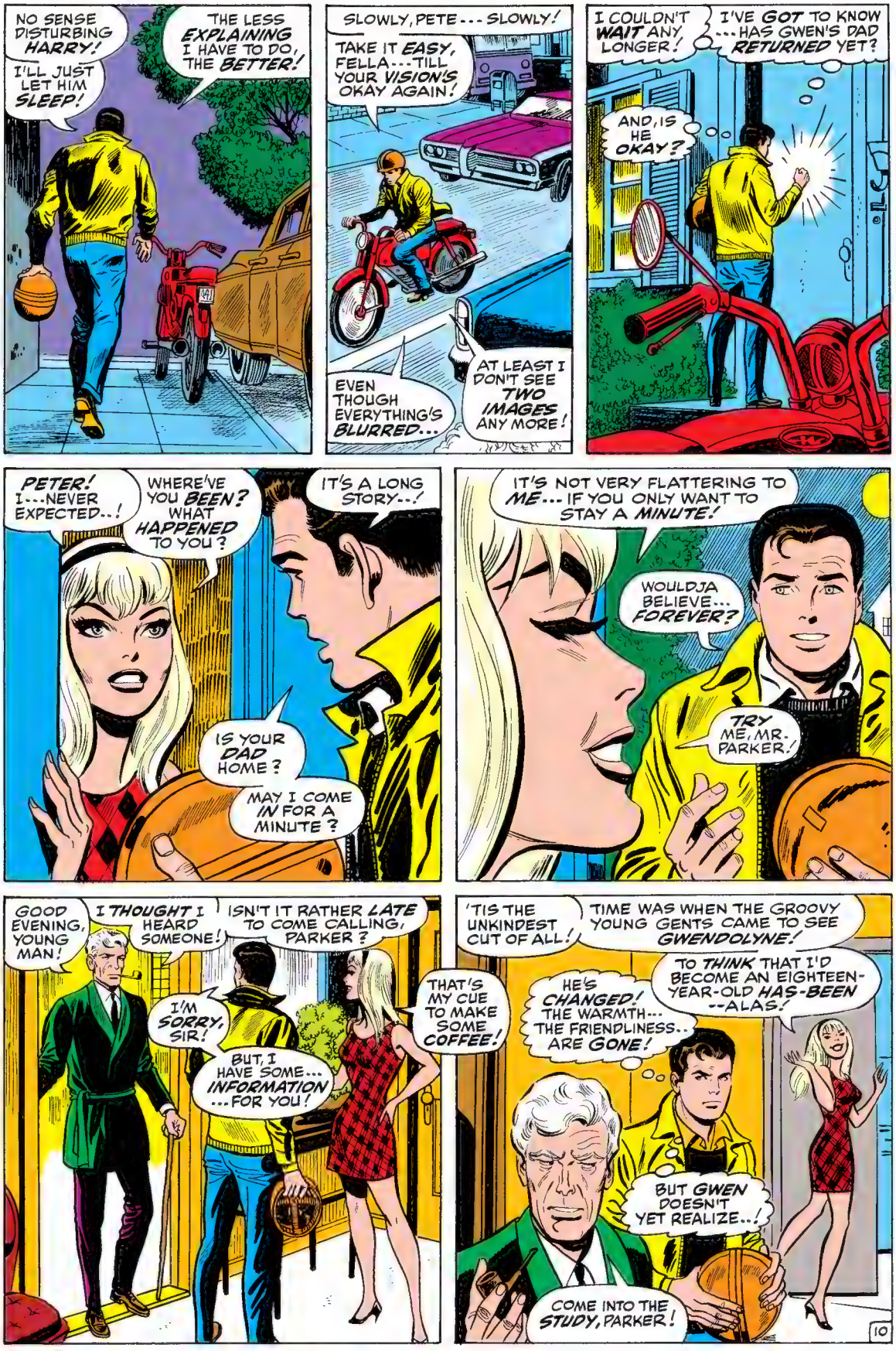
I'M SURE THAT... THERE'S NOTHING... TO WORRY ABOUT... YOUNG LADY!
OH! CAPTAIN STACY! I..I DIDN'T KNOW YOU WERE THERE!
DAD! YOU'RE BACK! YOU'RE ALL RIGHT!
I WAS GETTING SO WORRIED!
WORRIED? ...ABOUT WHAT..?


ABOUT YOU, YOU HANDSOME CREATURE!
ABOUT THE MOST WONDERFUL FATHER ANY FORTUNATE FEMALE EVER HAD!
BUT, THAT FIGHT I SAW... YOU SAY IT WAS LIKE NOWHERE?
MAYBE THEY WERE REHEARSING AN ACT!
YOU MAY ALL REST ASSURED... THERE IS NOTHING...TO BE CONCERNED ABOUT!
AND NOW...LET'S FINISH ENJOYING OUR DINNER... AND THE DELIGHTFUL SHOW!
I HOPE...YOU WILL DANCE FOR US AGAIN, YOUNG LADY!
YOU KNOW IT, MAN!
DAD... I STILL DON'T UNDERSTAND!
IF MJ SAW A FIGHT BACKSTAGE...INVOLVING SPIDER-MAN...IT MUST BE SOMETHING SERIOUS!
AND PETER WENT BACK THERE! WHY HASN'T HE RETURNED?
YOU KNOW HIM, GWEN!
HE'S PROBABLY ON THE TRAIL OF SOME NEWS PIX!
BUT, ALAS, AS A CRYSTAL-BALL GAZER, HARRY OSBORN LEAVES A LOT TO BE DESIRED...
CAN'T GO BACK FEELING LIKE THIS!
THAT ELECTRIC BLAST REALLY SHOOK ME UP!
BUT, WORST OF ALL... WHENEVER I LOOK AT ANYTHING...
I SEE TWO OF IT!...
THAT'S ALL I NEEDED... A CASE OF DOUBLE VISION!
WHAT'LL I DO IF IT DOESN'T CLEAR UP?
I CAN'T EVEN BE SURE WHAT I'M LOOKING AT!
A THING LIKE THIS CAN MAKE ME PRACTICALLY HELPLESS!
6


BUT, I CAN'T STAY HERE!
GOT TO GET BACK... TO FREE GWEN'S DAD FROM THE KINGPIN!
OH, NO! I SAW... TWO FLAGPOLES!
... AND REACHED FOR... THE WRONG ONE!
REACH, SPIDEY... REACH! THE WALL IS NEARBY--!
GOT IT!
WHEW! LUCKY IT DOESN'T TAKE GOOD EYESIGHT TO CLING TO A WALL!
C'MON, MAN... PULL YOURSELF TOGETHER!
IT'S NOT THE END OF THE WORLD!
... OR, MAYBE IT IS!
I MISSED THAT TOWER BY A MILE...
ON ACCOUNT OF... SEEING TWO OF THEM!


MIGHT AS WELL FACE IT---
I'M NO GOOD TO ANYONE LIKE THIS!
BETTER GET BACK HOME... FAST!
EVEN CRAWLING DOWN THE WALL WASN'T EASY!
IF THIS DOUBLE VISION DOESN'T LEAVE ME SOON..
THEN SPIDER-MAN'S HAD IT!
CAN'T EVEN TRUST MYSELF TO CROSS ANY STREETS!
I'D BETTER TAKE A BUS HOME!
...IF I CAN CLIMB ABOARD THRU THE RIGHT DOOR!
SECONDS LATER, AS PETER PARKER FALTERINGLY WALKS IN THE OPPOSITE DIRECTION ---
I STILL THINK WE SHOULD HAVE WAITED FOR PETER TO RETURN!
AW, YOU KNOW THAT ROVIN' ROOMIE OF MINE, GWEN!
HE COULD BE GONE FOR DAYS!
WHEN THAT SHUTTERBUG IS AFTER SOME NEWS PIX--- FORGET IT!
DAD, DO YOU THINK THAT--- DAD?
IS--IS ANYTHING WRONG?
NO!---I'M JUST... TIRED!
BUT, THERE ARE SOME THINGS EVEN WORSE THAN FATIGUE...AS OUR SORELY-TROUBLED HERO CAN TESTIFY---
GWEN'S DAD--- FACING SOME UNKNOWN DANGER--- AT THE HANDS OF THE KING-PIN---
AND NOTHING I CAN DO ABOUT IT!
FOR A WHILE, EVERYTHING SEEMED TO BE GOING MY WAY!
AUNT MAY WAS RECOVERING--- HARRY WAS FRIENDLY AGAIN--- AND GWEN---
MOST OF ALL--- GWEN!
I WAS BEGINNING TO REALIZE--- HOW MUCH SHE MEANT TO ME!
WITH SPIDER-MAN HELPLESS ---IF ANYTHING SHOULD HAPPEN ---TO GWEN--!!
BUT SUDDENLY, EVERYTHING'S CHANGED!
8

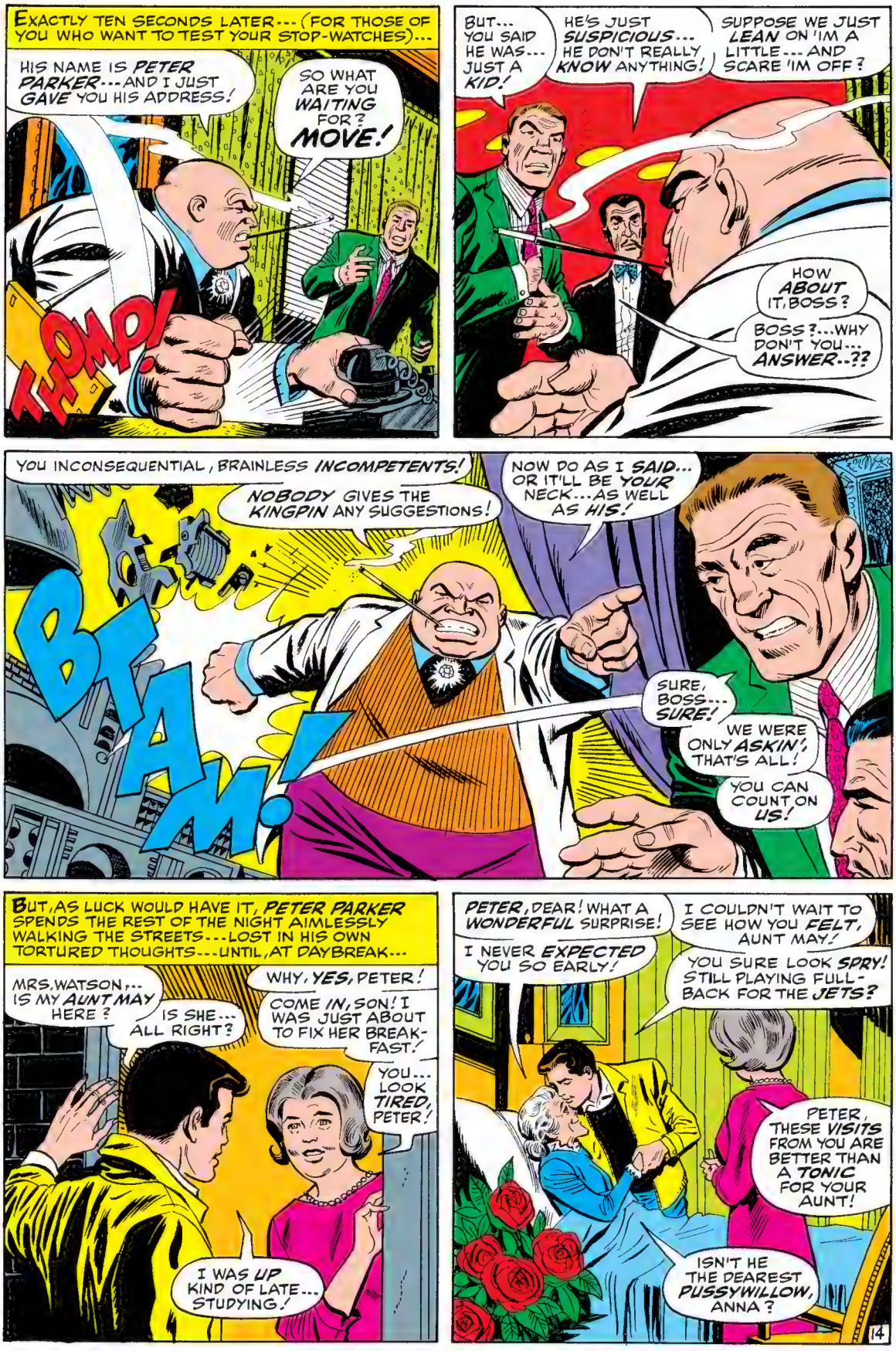
WHAT IF CAPTAIN STACY IS MORE THAN THE KINGPIN'S PRISONER?
WHAT IF THAT MACHINE HAS SOMEHOW TURNED HIM INTO A FELLOW CRIMINAL?
SOONER OR LATER... SPIDER-MAN WILL HAVE TO FACE THEM... TO FORCE A SHOWDOWN!
BUT HOW? HOW DO I TREAT GWEN'S DAD... AS AN ENEMY?
HOW CAN I BATTLE THE FATHER OF... THE GIRL I..I.. LOVE?
THE GIRL I LOVE!
IT'S... THE FIRST TIME... I EVER ADMITTED IT... TO MYSELF!
CAN'T SLEEP! NO SENSE EVEN TRYING!
I'M ALMOST AFRAID... TO LOOK AT ANYTHING!
I'VE GOT TO SEE GWEN... LEARN MORE ABOUT HER DAD... SOMEHOW!
WHAT'LL I DO... IF I STILL HAVE... THAT DOUBLE VISION?
BUT, I'VE GOT TO DO IT...
I MUST LOOK...!
EVERYTHING IS STILL BLURRED... BUT IT'S BETTER THAN IT WAS!
THAT MEANS... IT'S SLOWLY IMPROVING! I'LL FIND SOME WAY TO MANAGE!


NO SENSE DISTURBING HARRY!
I'LL JUST LET HIM SLEEP!
THE LESS EXPLAINING I HAVE TO DO, THE BETTER!
SLOWLY, PETE--- SLOWLY!
TAKE IT EASY, FELLA---TILL YOUR VISION'S OKAY AGAIN!
EVEN THOUGH EVERYTHING'S BLURRED...
AT LEAST I DON'T SEE TWO IMAGES ANY MORE!
I COULDN'T WAIT ANY LONGER!
I'VE GOT TO KNOW ---HAS GWEN'S DAD RETURNED YET?
AND, IS HE OKAY?
PETER! I---NEVER EXPECTED--!
WHERE'VE YOU BEEN? WHAT HAPPENED TO YOU?
IT'S A LONG STORY--!
IS YOUR DAD HOME?
MAY I COME IN FOR A MINUTE?
IT'S NOT VERY FLATTERING TO ME--- IF YOU ONLY WANT TO STAY A MINUTE!
WOULDJA BELIEVE... FOREVER?
TRY ME, MR. PARKER!
GOOD EVENING, YOUNG MAN!
I THOUGHT I HEARD SOMEONE!
ISN'T IT RATHER LATE TO COME CALLING, PARKER?
I'M SORRY, SIR!
BUT, I HAVE SOME... INFORMATION ...FOR YOU!
THAT'S MY CUE TO MAKE SOME COFFEE!
'TIS THE UNKINDEST CUT OF ALL!
TIME WAS WHEN THE GROOVY YOUNG GENTS CAME TO SEE GWENDOLYNE!
TO THINK THAT I'D BECOME AN EIGHTEEN-YEAR-OLD HAS-BEEN --ALAS!
HE'S CHANGED! THE WARMTH... THE FRIENDLINESS.. ARE GONE!
BUT GWEN DOESN'T YET REALIZE..!
COME INTO THE STUDY, PARKER!
10

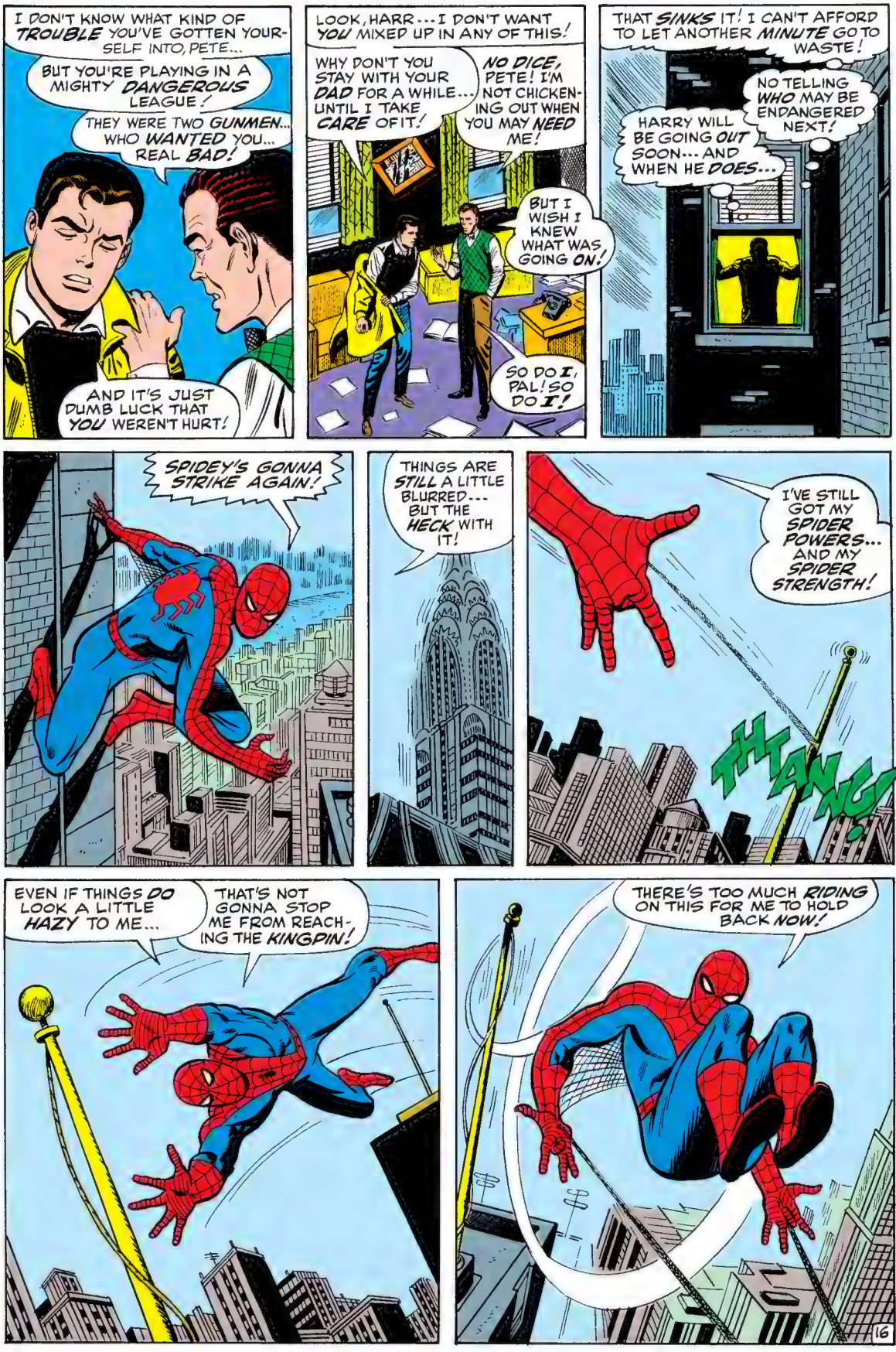
I'VE GOT TO BE CAUTIOUS! I'LL FEEL HIM OUT SLOWLY!
EARLIER THIS EVENING... AT THE GLOOM ROOM A-GO-GO... I WENT BACKSTAGE TO TAKE SOME PICTURES...
...AND I DISCOVERED THERE HAD BEEN A FIGHT!
WHAT HAS THAT TO DO WITH ME?
THERE ARE ALWAYS INCIDENTS OCCURING IN PLACES LIKE THAT!
PEOPLE SOMETIMES DO TOO MUCH CELEBRATING, AND THEN THEIR TEMPERS FLARE UP!
IT WASN'T THAT TYPE OF FIGHT, SIR! IT INVOLVED SPIDER-MAN!
SPIDER-MAN!
YES, I SAW HIM!
THAT'S WHY I THOUGHT YOU'D BE INTERESTED!
ARE YOU SURE THERE ISN'T SOMETHING YOU'D LIKE TO TELL ME, SIR?
LOOK, PARKER... I DON'T KNOW WHAT YOU'RE GETTING AT... AND WHAT'S MORE, I DON'T LIKE IT!
I NEVER DID LIKE YOUNG SNOOPS WHO COULDN'T MIND THEIR OWN BUSINESS! UNDERSTAND?
THERE'S NO DOUBT ABOUT IT! SOMETHING'S HAPPENED TO HIM! I'VE GOT TO FORCE THE ISSUE!
OKAY... MAYBE THE POLICE WILL BE INTERESTED!
OH NO YOU DON'T!
MY SPIDER-SENSE... TINGLING!
IT'S WORSE THAN I THOUGHT...
HE'S ABOUT TO ATTACK ME!
STAY BACK, MR. STACY! YOU DON'T KNOW WHAT YOU'RE DOING!
YOU'RE NOT WELL! YOU NEED HELP... MEDICAL HELP!
THAK!
HE'S TOPPLING BACK... ABOUT TO FALL!
WHAT'LL I DO... IF GWEN HEARS THIS??
OH, NO! I FORGOT MY OWN STRENGTH!
11.

AND, NO SOONER DOES CAPTAIN STACY STRIKE THE FLOOR, THAN PETER PARKER'S MOST DESPERATE FEAR IS DRAMATICALLY REALIZED...
DAD! YOU'RE HURT! WHAT HAPPENED??
GWEN! WHATEVER HE SAYS... WHATEVER YOU HEAR...
IT ISN'T... WHAT IT SEEMS!
HE'S MAD! HE ATTACKED ME... FOR NO REASON AT ALL!
CALL THE POLICE... DO YOU HEAR? THE BOY IS DANGEROUS!
YOU... YOU TELL ME NOT TO BELIEVE... WHAT I SEE WITH MY OWN EYES!
YOU STRUCK MY OWN FATHER... AN OLD MAN... THE DEAREST... THE GENTLEST MAN WHO EVER LIVED!
NO, GWEN... NO!
THEN DENY IT! LET ME HEAR YOU DENY IT!
I... I CAN'T!
THERE'S NOTHING I CAN TELL HER... NO WAY TO EXPLAIN!
HOW? HOW COULD I EVER HAVE THOUGHT... THAT I CARED FOR YOU...??
I'VE NO PROOF... OF ANYTHING!
ALL I CAN DO... BY TELLING HER THE TRUTH ABOUT HER FATHER... IS TO MAKE HER HATE ME... EVEN MORE!
GET OUT, PETER... GET OUT! AND NEVER COME BACK!
I NEVER WANT TO SEE YOU AGAIN... EVER!
I CAN'T BLAME HER! AND YET...
WHAT DO I DO NOW??

IT ALMOST BROKE MY HEART... TO SEE THE TORMENT IN HER EYES!
SHE COULDN'T HAVE BEEN SO HURT... UNLESS SHE FELT ABOUT ME... THE WAY I FEEL ABOUT HER!
BUT, WHAT GOOD DOES IT DO ME... TO KNOW THAT NOW? NOW... WHEN I'VE LOST HER... FOREVER!
IT ALL STARTED AT THE CLUB... WHERE I FOUND THE KINGPIN!
HE'S THE ANSWER TO THE ENTIRE RIDDLE!
BUT, I CAN'T GO AFTER HIM YET!
I'VE GOT TO WAIT A LITTLE LONGER... TILL MY VISION IS PERFECT AGAIN!
HE'S TOO STRONG..TOO DANGEROUS.. TO TACKLE WITH A HANDICAP!
AND, EVEN AS THE TORMENTED YOUTH RIDES INTO THE NIGHT...
WHAT MADE HIM DO IT, DAD? WHY DID HE ATTACK YOU?
I'M TIRED, NOW, GWEN! I WANT TO SLEEP! WE'LL DISCUSS IT IN THE MORNING!
I JUST COULDN'T BRING MYSELF TO CALL THE POLICE!
BUT, I'LL NEVER FORGIVE HIM! NEVER!
ARE YOU SURE I SHOULDN'T CALL THE DOCTOR?
POSITIVE! I JUST NEED SOME SLEEP!
BUT, NO SOONER HAS THE GORGEOUS, GRIEF-STRICKEN GIRL DEPARTED, WHEN...
AT LAST, SHE'S GONE!
THE KINGPIN MUST BE ALERTED ...AT ONCE!
AHH, STACY! WHY BOTHER TO CALL?
YOUR ORDERS WERE TO BE HERE TONIGHT... REMEMBER?
WHAT? WHAT DID YOU SAY?
A TEEN-AGER? SUSPICIOUS OF US??
TELL ME HIS NAME... WHERE DOES HE LIVE?
HE MUST BE SILENCED... WITHOUT DELAY!
13


EXACTLY TEN SECONDS LATER--- (FOR THOSE OF YOU WHO WANT TO TEST YOUR STOP-WATCHES)---
HIS NAME IS PETER PARKER---AND I JUST GAVE YOU HIS ADDRESS!
SO WHAT ARE YOU WAITING FOR? MOVE!
THOMP!
BUT... YOU SAID HE WAS... JUST A KID!
HE'S JUST SUSPICIOUS... HE DON'T REALLY KNOW ANYTHING!
SUPPOSE WE JUST LEAN ON 'IM A LITTLE---AND SCARE 'IM OFF?
HOW ABOUT IT, BOSS?
BOSS?...WHY DON'T YOU... ANSWER..??
YOU INCONSEQUENTIAL, BRAINLESS INCOMPETENTS!
NOBODY GIVES THE KINGPIN ANY SUGGESTIONS!
NOW DO AS I SAID... OR IT'LL BE YOUR NECK...AS WELL AS HIS!
BFAM!
SURE, BOSS... SURE!
WE WERE ONLY ASKIN', THAT'S ALL!
YOU CAN COUNT ON US!
BUT, AS LUCK WOULD HAVE IT, PETER PARKER SPENDS THE REST OF THE NIGHT AIMLESSLY WALKING THE STREETS---LOST IN HIS OWN TORTURED THOUGHTS---UNTIL, AT DAYBREAK---
MRS. WATSON,.. IS MY AUNT MAY HERE?
IS SHE... ALL RIGHT?
WHY, YES, PETER!
COME IN, SON! I WAS JUST ABOUT TO FIX HER BREAKFAST!
YOU... LOOK TIRED, PETER!
I WAS UP KIND OF LATE... STUDYING!
PETER, DEAR! WHAT A WONDERFUL SURPRISE!
I NEVER EXPECTED YOU SO EARLY!
I COULDN'T WAIT TO SEE HOW YOU FELT, AUNT MAY!
YOU SURE LOOK SPRY! STILL PLAYING FULLBACK FOR THE JETS?
PETER, THESE VISITS FROM YOU ARE BETTER THAN A TONIC FOR YOUR AUNT!
ISN'T HE THE DEAREST PUSSYWILLOW, ANNA?

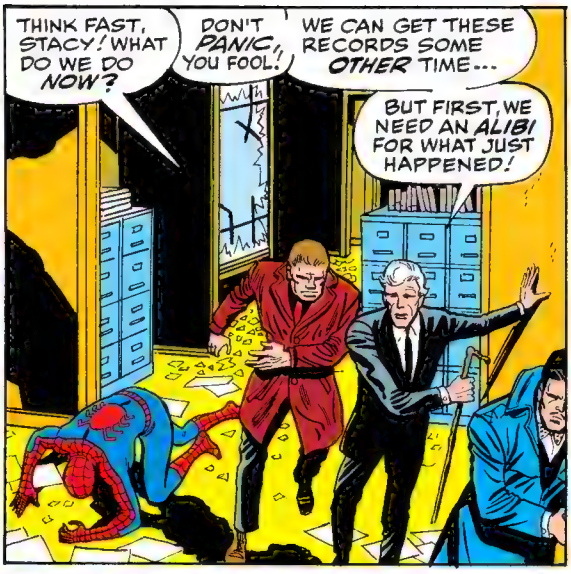
THEN, AS THE LONG, FATEFUL MINUTES TICK BY...
IS SOMETHING WRONG, DEAR? YOU DON'T SEEM YOURSELF, TODAY!
I HOPE YOU'VE BEEN TAKING YOUR VITAMIN PILLS, PETER!
YOU KNOW HOW EASILY YOU TIRE!
DON'T WORRY ABOUT ME, AUNT MAY!
I'M ALWAYS A LITTLE KEYED-UP...JUST BEFORE EXAMS!
MEANWHILE, AT PETE'S APARTMENT...
WHOM DID YOU SAY YOU WANT?
A PUNK NAMED PARKER... AND YOU DON'T FIT HIS DESCRIPTION!
WE GOT TIRED OF WAITIN' OUTSIDE...
SO WE FIGURED WE'D COME AND GET 'IM!
HE'S NOT HERE!
AND, EVEN IF HE WERE...
SHUDDUP! IF WE WANTED CONVERSATION, WE'D LISTEN TO SUSSKIND!
STOP! YOU CAN'T... UNHH!
DON'T BET ON IT!
LET'S GIVE THE JOINT THE ONCE-OVER!
NUTS! EVEN A BEDBUG COULDN'T HIDE IN HERE!
MAYBE SOMEONE TIPPED 'IM OFF AND HE FLEW THE COOP!
YEAH! A FAT LOTTA GOOD IT'LL DO HIM!
WE'LL BE BACK, JUNIOR!
AND IF WE FIND OUT THAT YA TIPPED PARKER OFF...WE'LL BE REAL UNHAPPY!
AND YOU WOULDN'T WANT US TO BE UNHAPPY, WOULDJA?
SO KEEP YER TRAP SHUT... OR WE'LL CLOSE IT FOR YA...FOR GOOD!
TALK ABOUT TIMING! GUESS WHO COMES IN, ABOUT FIVE MINUTES LATER...
HI, HARRY! I...HEY! WHAT HAPPENED HERE?
SUPPOSE YOU TELL ME, ROOM-MATE?
THEY WERE YOUR PEN PALS... NOT MINE!
THEY?? WHO'S THEY?
C'MON, HARRY! SPILL IT!
15


I DON'T KNOW WHAT KIND OF TROUBLE YOU'VE GOTTEN YOURSELF INTO, PETE...
BUT YOU'RE PLAYING IN A MIGHTY DANGEROUS LEAGUE!
THEY WERE TWO GUNMEN... WHO WANTED YOU... REAL BAD!
AND IT'S JUST DUMB LUCK THAT YOU WEREN'T HURT!
LOOK, HARR... I DON'T WANT YOU MIXED UP IN ANY OF THIS!
WHY DON'T YOU STAY WITH YOUR DAD FOR A WHILE... UNTIL I TAKE CARE OF IT!
NO DICE, PETE! I'M NOT CHICKENING OUT WHEN YOU MAY NEED ME!
BUT I WISH I KNEW WHAT WAS GOING ON!
SO DO I, PAL! SO DO I!
THAT SINKS IT! I CAN'T AFFORD TO LET ANOTHER MINUTE GO TO WASTE!
NO TELLING WHO MAY BE ENDANGERED NEXT!
HARRY WILL BE GOING OUT SOON... AND WHEN HE DOES...
SPIDEY'S GONNA STRIKE AGAIN!
THINGS ARE STILL A LITTLE BLURRED... BUT THE HECK WITH IT!
I'VE STILL GOT MY SPIDER POWERS... AND MY SPIDER STRENGTH!
THWANG!
EVEN IF THINGS DO LOOK A LITTLE HAZY TO ME...
THAT'S NOT GONNA STOP ME FROM REACHING THE KINGPIN!
THERE'S TOO MUCH RIDING ON THIS FOR ME TO HOLD BACK NOW!
16

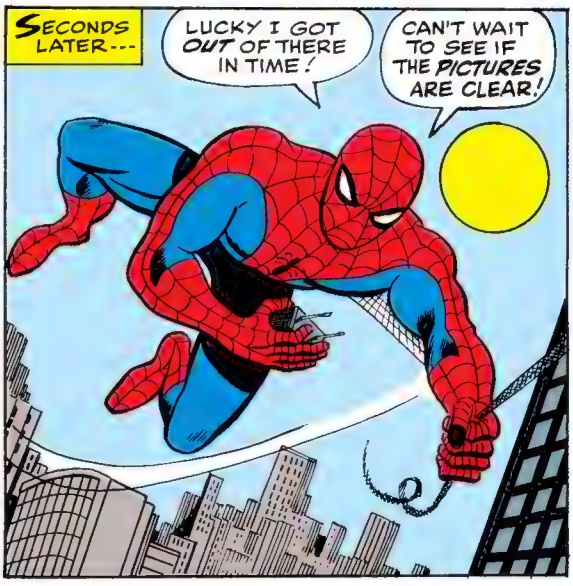
THE POLICE ARE STILL AFTER ME! I'M WASHED UP WITH GWEN!... EVEN HARRY'S BECOME INVOLVED!
SO WHAT HAVE I GOT TO LOSE?!!
THERE'S THE CLUB NOW!
I'LL JUST SWING DOWN AND... WAIT!
THERE'S GWEN'S DAD... LEAVING WITH THOSE HOODS!
THIS MAY BE THE BREAK I'VE BEEN WAITING FOR!
I'VE GOT TO SEE WHERE THEY GO...!
I DON'T GET IT!
HE'S LEADING THEM RIGHT INTO POLICE HEADQUARTERS!
GOOD EVENING, CAPTAIN!
BECAUSE OF HIS POSITION, NO ONE WOULD QUESTION HIM!
HE'S TAKEN THEM TO THE SOUND-PROOF, STEEL-WALLED VAULT CHAMBER...
WHERE THEIR VITAL RECORDS ARE STORED!
WELL, FOR ONCE I'M GONNA HAVE PROOF POSITIVE!
THERE! MY AUTO-MATIC CAMERA'S IN POSITION...
SO HERE GOES NOTHING..!
17.

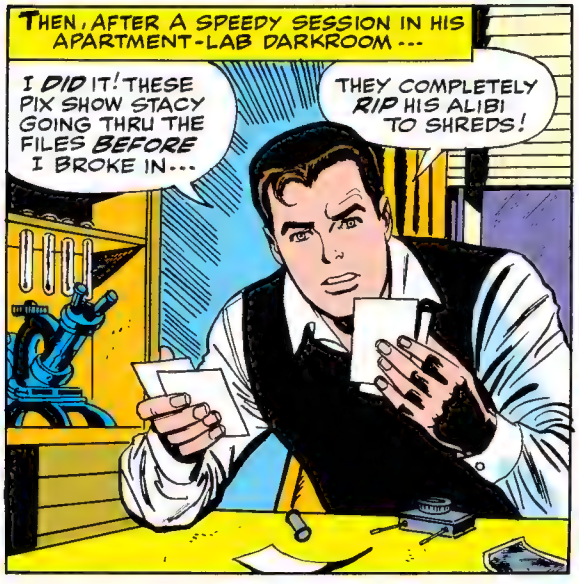
HI, GUYS! CAN ANYONE JOIN YOUR PARTY?
I EVEN BROUGHT MY OWN COSTUME!
I GUESSED RIGHT! THEY WERE RIFLING THE POLICE FILES!
SPIDER-MAN!
KEEP DOING WHAT YOU'RE DOING, STACY...
WE'LL TAKE CARE OF HIM!
I APPRECIATE ALL THE ATTENTION, CHAPS...
BUT, YOU'RE USING THE WRONG NOISEMAKERS!
HORNS AND BELLS ARE MUCH BETTER THAN THOSE NASTY OL' GUNS!
C'MON... GRAB 'IM!! HE'S NO BIGGER'N US!
TSK TSK! YOU MEAN "NO BIGGER THAN WE"!
I CAN PUT THESE TWO CLOWNS AWAY WITHOUT EVEN TRYING...
BUT NOW STACY IS COMING AT ME!
IF I SWING, I MAY HURT HIM...!
AND I CAN'T DO THAT TO GWEN'S DAD...NO MATTER WHAT!
18

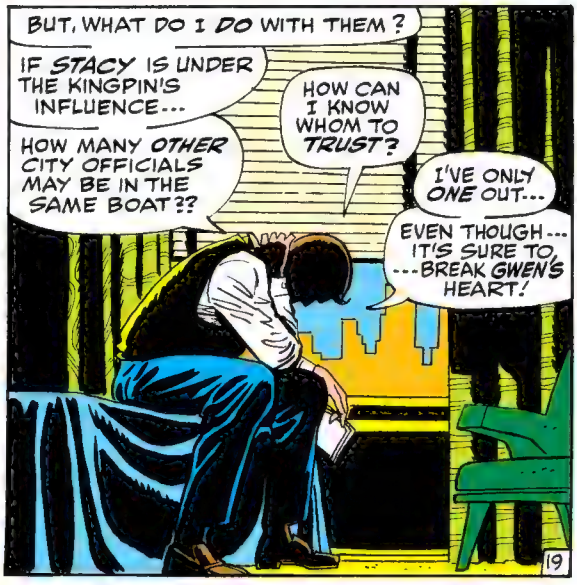
THEN, AS THE DOUBT-RIDDEN WEB-SLINGER HESITATES---
THIS WILL GET HIM OFF OUR BACKS!
FTOK!
UNHHH!


THINK FAST, STACY! WHAT DO WE DO NOW?
DON'T PANIC, YOU FOOL!
WE CAN GET THESE RECORDS SOME OTHER TIME---
BUT FIRST, WE NEED AN ALIBI FOR WHAT JUST HAPPENED!

WE'LL SAY WE SAW SPIDER-MAN BREAKING INTO THE FILE ROOM---AND TRIED TO STOP HIM!
NO ONE WILL HAVE REASON TO DOUBT US!
RECORD DEPT.
THEY WILL... IF MY CAMERA WAS WORKING!
OH, MY HEAD!
IF NOT FOR MY SUPER-STRENGTH, I'D HAVE BEEN OUT FOR THE COUNT!


SECONDS LATER---
LUCKY I GOT OUT OF THERE IN TIME!
CAN'T WAIT TO SEE IF THE PICTURES ARE CLEAR!


THEN, AFTER A SPEEDY SESSION IN HIS APARTMENT-LAB DARKROOM---
I DID IT! THESE PIX SHOW STACY GOING THRU THE FILES BEFORE I BROKE IN---
THEY COMPLETELY RIP HIS ALIBI TO SHREDS!


BUT, WHAT DO I DO WITH THEM?
IF STACY IS UNDER THE KINGPIN'S INFLUENCE---
HOW MANY OTHER CITY OFFICIALS MAY BE IN THE SAME BOAT??
HOW CAN I KNOW WHOM TO TRUST?
I'VE ONLY ONE OUT---
EVEN THOUGH--- IT'S SURE TO, ---BREAK GWEN'S HEART!

I'VE GOT TO DELIVER THE PICTURES TO JAMESON!
HE'LL PRINT THEM IN THE BUGLE FOR THE WORLD TO SEE!
IT'S THE ONLY WAY TO HELP GWEN'S DAD!
I KNOW HE'S NOT HIMSELF! I KNOW THE KINGPIN HAS FOUND A WAY TO CONTROL HIM!
BUT HE CAN'T BE CURED TILL THE KINGPIN'S SMASHED!
FORGIVE ME, GWEN--- I'M DOING IT FOR HIS OWN GOOD--- AND OURS!
MR. JAMESON--- I BROUGHT SOME NEW PICTURES FOR YOU!
TOO BAD I LET THE BRASS BAND GO HOME!
IT WAS BEGINNING TO LOOK LIKE YOU FORGOT HOW TO TAKE ANY---HEY!!
IF THESE ARE WHAT I THINK--- THEY'RE DYNAMITE!!
THEY'RE WHAT YOU THINK, ALL RIGHT!
GEORGE STACY... STEALING POLICE RECORDS!!
ROBBIE, BABY---THIS IS JJ!
SCRATCH THE FRONT PAGE, SWEETIE! THE SCOOP OF THE YEAR JUST DROPPED IN OUR LAP!
YEAH--- HOORAY!
FINALLY, THE NEW EDITION IS DELIVERED THRUOUT THE CITY...
PERHAPS READING THE PAPER CAN HELP ME STOP THINKING OF PETER...
OH, IT'S A SPECIAL EDITION!
WHY, IT'S A PICTURE OF--OF--- OH, NO!
DAD-- COMMITTING A CRIME!
--AND, TO MAKE IT WORSE--
DAILY BUGLE
EX-POLICE OFFICIAL ROBS P.D. FILES!
RETIRED CAPTAIN GEORGE STACY PHOTOGRAPHED IN ACT OF STEALING TOP SECRET DATA!
EXCLUSIVE PHOTO BY PETER PARKER
IT WAS PETER WHO TOOK THE PICTURE!
NEXT:
THE WEB TIGHTENS!

the AMAZING SPIDER-MAN™
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
12¢ IND.
61 JUNE
MCG
O, WHAT A TANGLED WEB WE WEAVE..!

THE AMAZING SPIDER-MAN!™

WHAT A TANGLED WEB WE WEAVE..!

WILL GWEN AND HER FATHER EVER FORGIVE ME---FOR WHAT I'VE DONE TO THEM?
PERSPICACIOUSLY PRODUCED and PHILANTHROPICALLY PRESENTED by:
STAN (THE MAN) LEE and JOHN (RING-A-DING) ROMITA
DARINGLY DELINEATED BY: DAZZLIN' DON HECK
EXOTICALLY EMBELLISHED BY: MIXED-UP MICKEY DEMEO
LONESOMELY LETTERED BY: SWINGIN' SAM ROSEN
AND NOW, COME DOWN FROM THY WALL, BELIEVER! WE'RE OFF...

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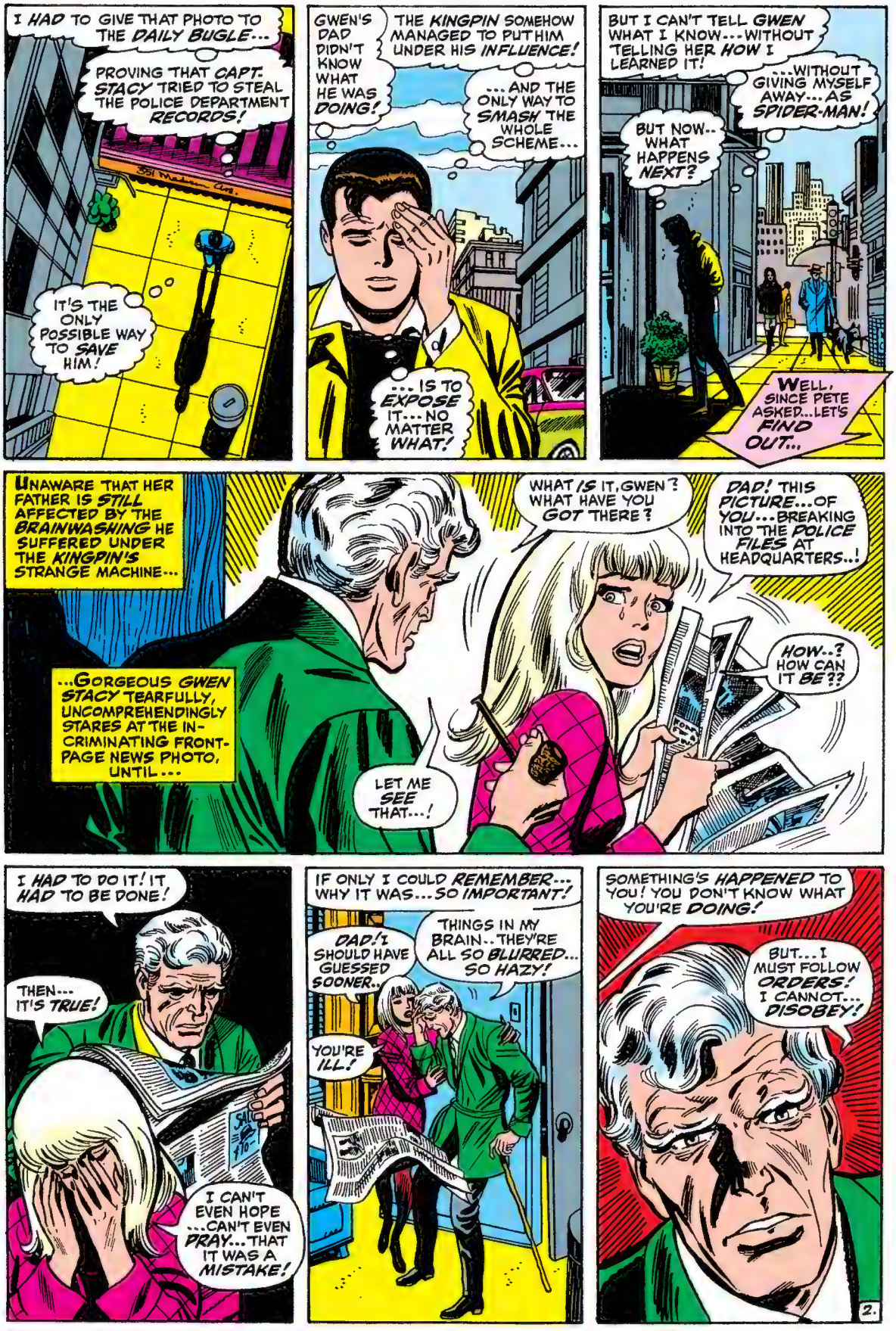
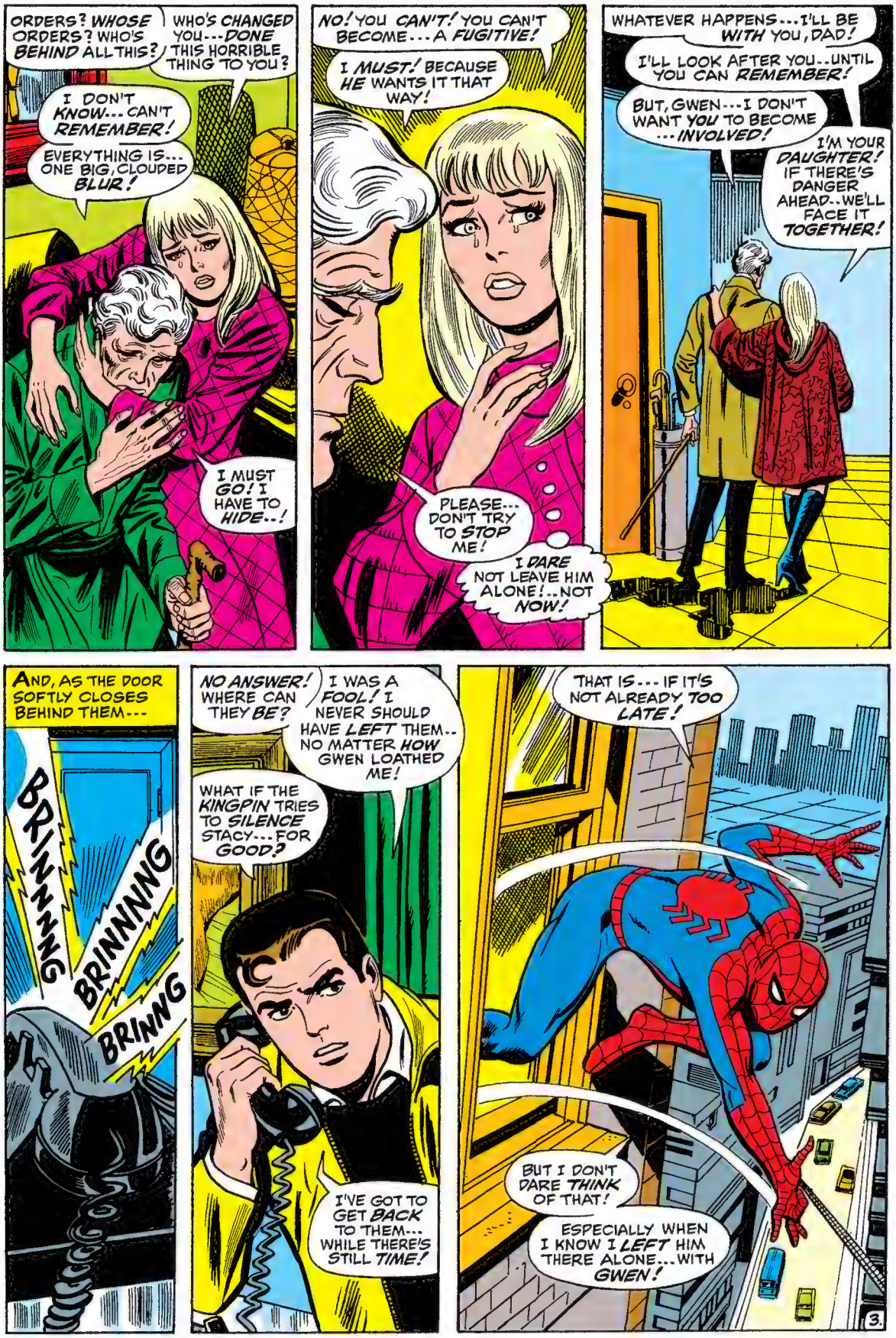
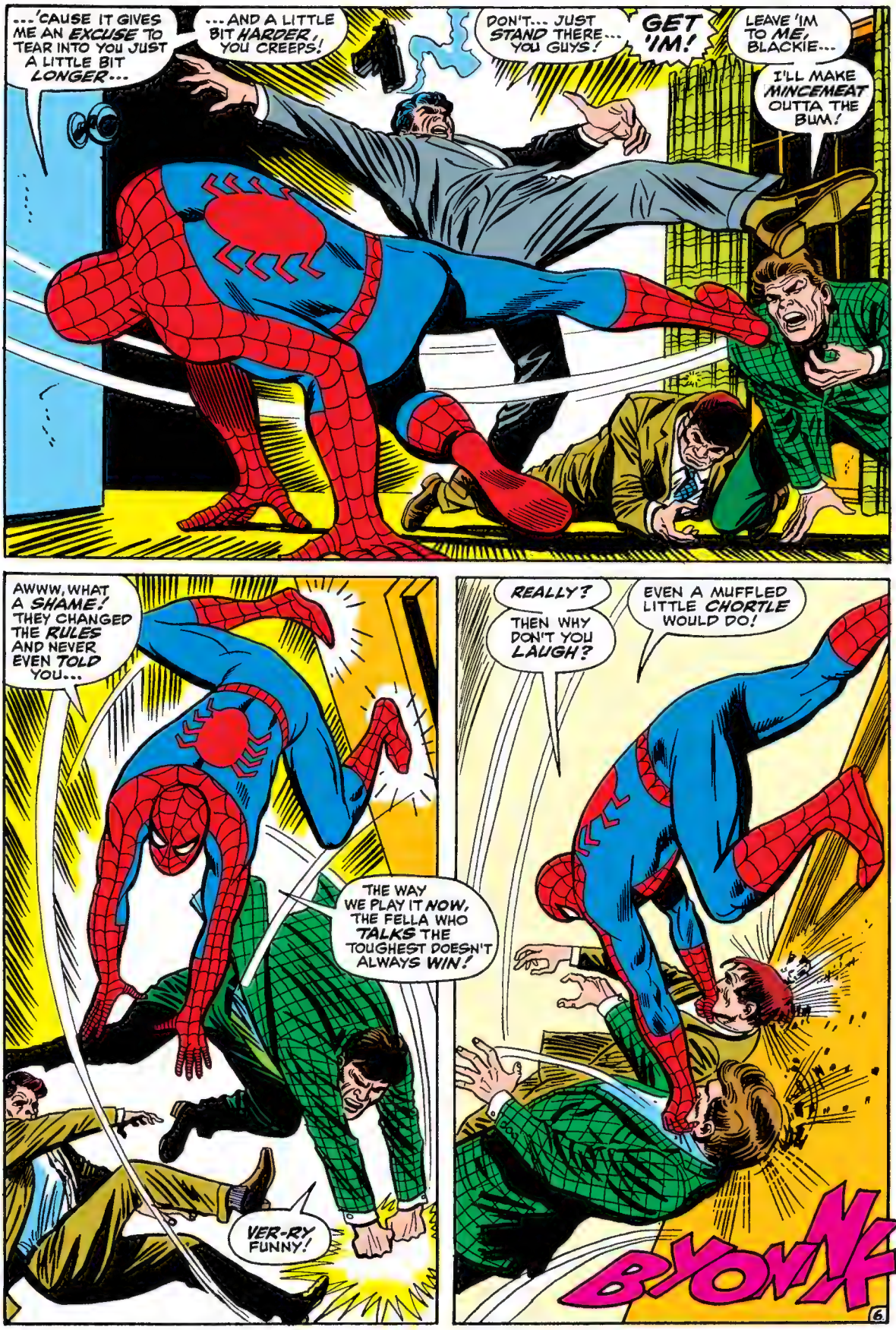
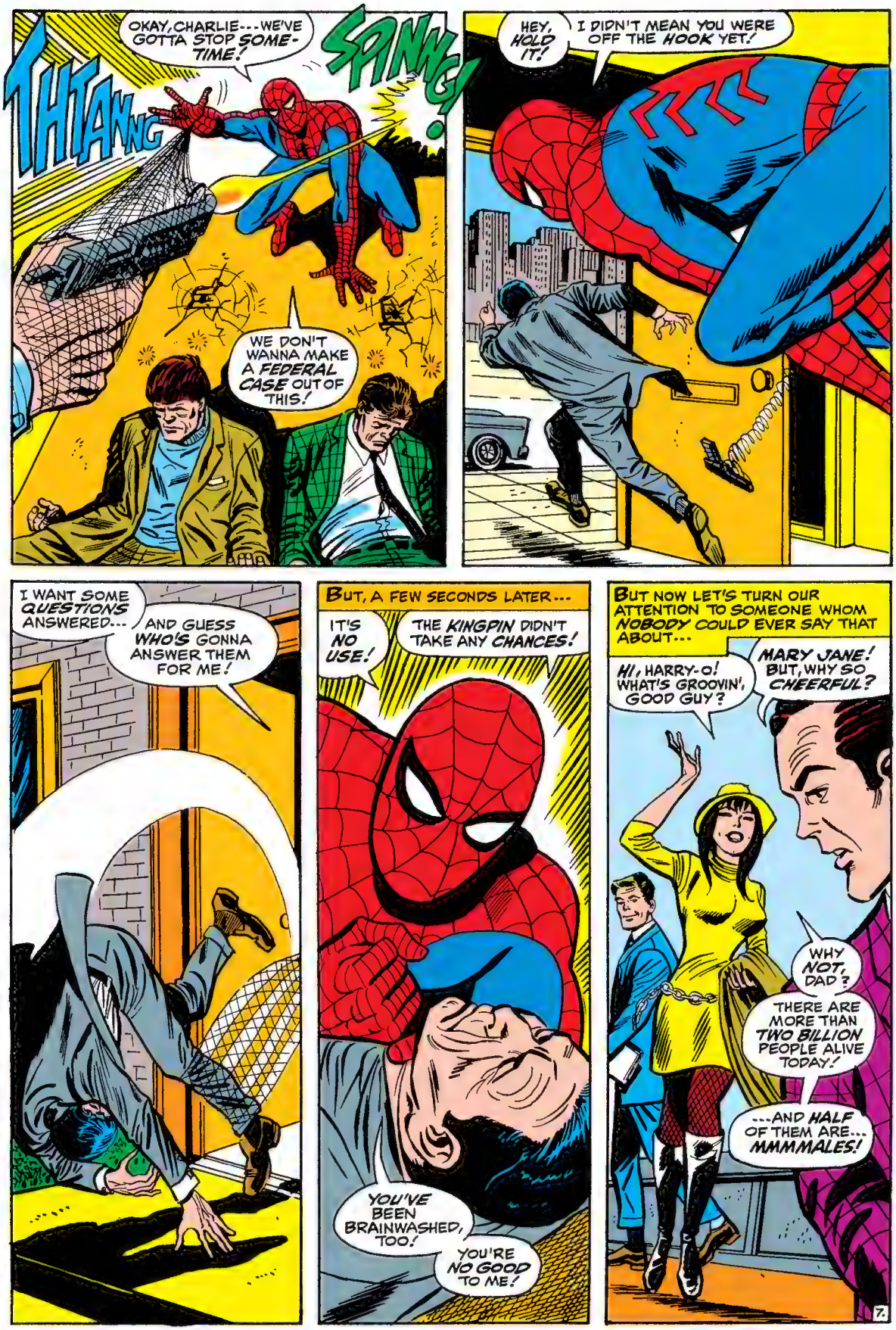

I HAD TO GIVE THAT PHOTO TO THE DAILY BUGLE...
PROVING THAT CAPT. STACY TRIED TO STEAL THE POLICE DEPARTMENT RECORDS!
IT'S THE ONLY POSSIBLE WAY TO SAVE HIM!
GWEN'S DAD DIDN'T KNOW WHAT HE WAS DOING!
THE KINGPIN SOMEHOW MANAGED TO PUT HIM UNDER HIS INFLUENCE!
...AND THE ONLY WAY TO SMASH THE WHOLE SCHEME...
...IS TO EXPOSE IT...NO MATTER WHAT!
BUT I CAN'T TELL GWEN WHAT I KNOW...WITHOUT TELLING HER HOW I LEARNED IT!
...WITHOUT GIVING MYSELF AWAY...AS SPIDER-MAN!
BUT NOW.. WHAT HAPPENS NEXT?
WELL, SINCE PETE ASKED...LET'S FIND OUT..
UNAWARE THAT HER FATHER IS STILL AFFECTED BY THE BRAINWASHING HE SUFFERED UNDER THE KINGPIN'S STRANGE MACHINE...
...GORGEOUS GWEN STACY TEARFULLY, UNCOMPREHENDINGLY STARES AT THE INCRIMINATING FRONT-PAGE NEWS PHOTO, UNTIL...
WHAT IS IT, GWEN? WHAT HAVE YOU GOT THERE?
DAD! THIS PICTURE...OF YOU...BREAKING INTO THE POLICE FILES AT HEADQUARTERS..!
HOW..? HOW CAN IT BE??
LET ME SEE THAT...!
I HAD TO DO IT! IT HAD TO BE DONE!
THEN... IT'S TRUE!
I CAN'T EVEN HOPE ...CAN'T EVEN PRAY...THAT IT WAS A MISTAKE!
IF ONLY I COULD REMEMBER... WHY IT WAS...SO IMPORTANT!
DAD! I SHOULD HAVE GUESSED SOONER..
THINGS IN MY BRAIN..THEY'RE ALL SO BLURRED... SO HAZY!
YOU'RE ILL!
SOMETHING'S HAPPENED TO YOU! YOU DON'T KNOW WHAT YOU'RE DOING!
BUT... I MUST FOLLOW ORDERS! I CANNOT... DISOBEY!
2.

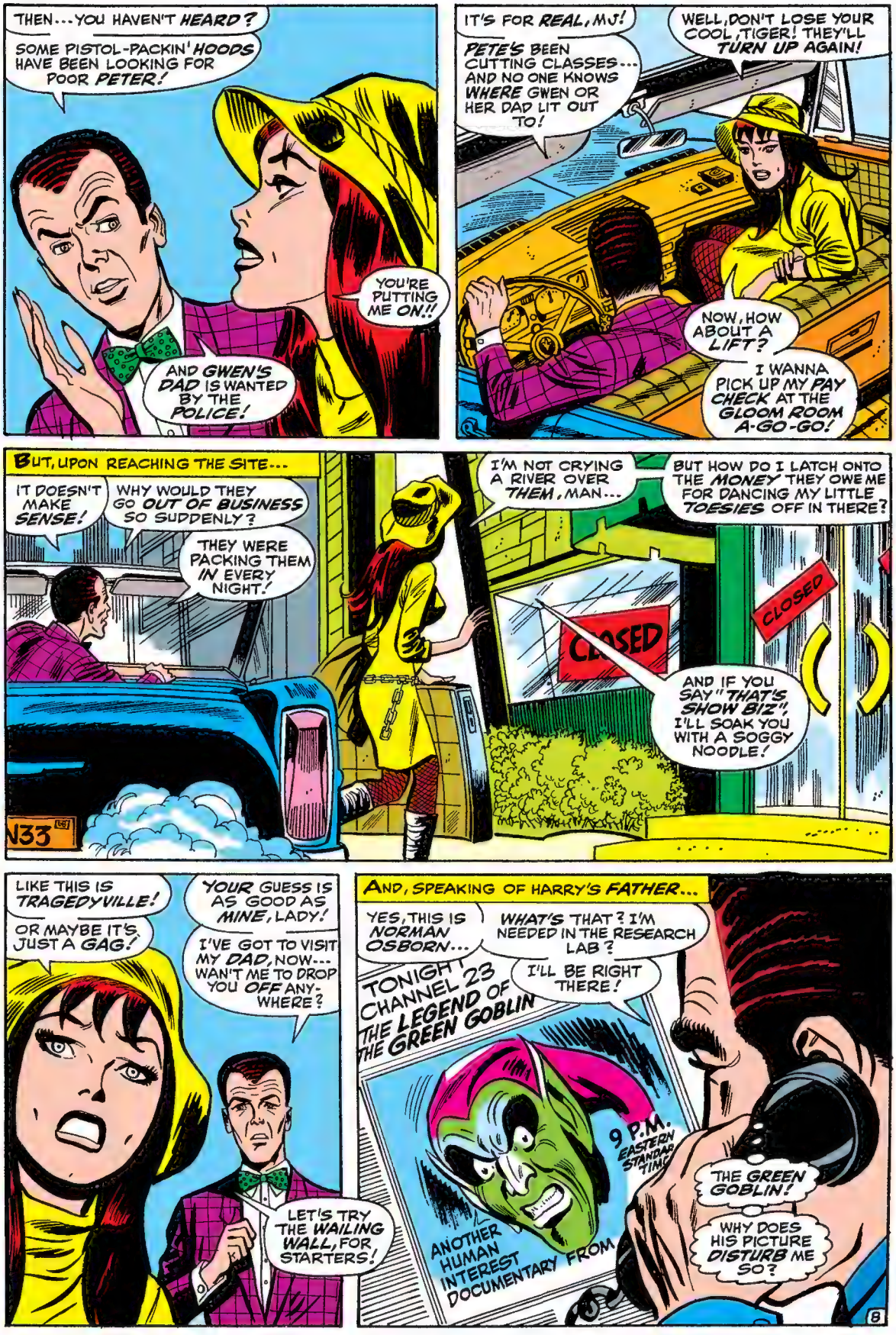

ORDERS? WHOSE ORDERS? WHO'S BEHIND ALL THIS?
WHO'S CHANGED YOU---DONE THIS HORRIBLE THING TO YOU?
I DON'T KNOW... CAN'T REMEMBER!
EVERYTHING IS... ONE BIG, CLOUDED BLUR!
I MUST GO! I HAVE TO HIDE..!
NO! YOU CAN'T! YOU CAN'T BECOME... A FUGITIVE!
I MUST! BECAUSE HE WANTS IT THAT WAY!
PLEASE... DON'T TRY TO STOP ME!
I DARE NOT LEAVE HIM ALONE!..NOT NOW!
WHATEVER HAPPENS...I'LL BE WITH YOU, DAD!
I'LL LOOK AFTER YOU..UNTIL YOU CAN REMEMBER!
BUT, GWEN---I DON'T WANT YOU TO BECOME ...INVOLVED!
I'M YOUR DAUGHTER! IF THERE'S DANGER AHEAD..WE'LL FACE IT TOGETHER!
AND, AS THE DOOR SOFTLY CLOSES BEHIND THEM---
BRINNNG
BRINNNG
BRINNG
NO ANSWER! WHERE CAN THEY BE?
I WAS A FOOL! I NEVER SHOULD HAVE LEFT THEM.. NO MATTER HOW GWEN LOATHED ME!
WHAT IF THE KINGPIN TRIES TO SILENCE STACY... FOR GOOD?
I'VE GOT TO GET BACK TO THEM... WHILE THERE'S STILL TIME!
THAT IS... IF IT'S NOT ALREADY TOO LATE!
BUT I DON'T DARE THINK OF THAT!
ESPECIALLY WHEN I KNOW I LEFT HIM THERE ALONE... WITH GWEN!
3.

I SHOULDN'T BE CUTTING CLASSES NOW...
BUT THAT'S THE LEAST OF IT AT A TIME LIKE THIS!
ALL I WANT.. IS TO FIND THEM BOTH SAFE!
BUT, SECONDS LATER, AS SPIDEY FINALLY REACHES HIS GOAL...
SOME OF THE KINGPIN'S MUSCLE MEN...
THEY JUST FORCED STACY'S FRONT DOOR OPEN!
I'M NOT A MINUTE TOO SOON!
HOLD IT, PUNKS!
THAT'S AS FAR AS YOU GO!
GRAB YOUR HARDWARE! IT'S SPIDER-MAN!!
4

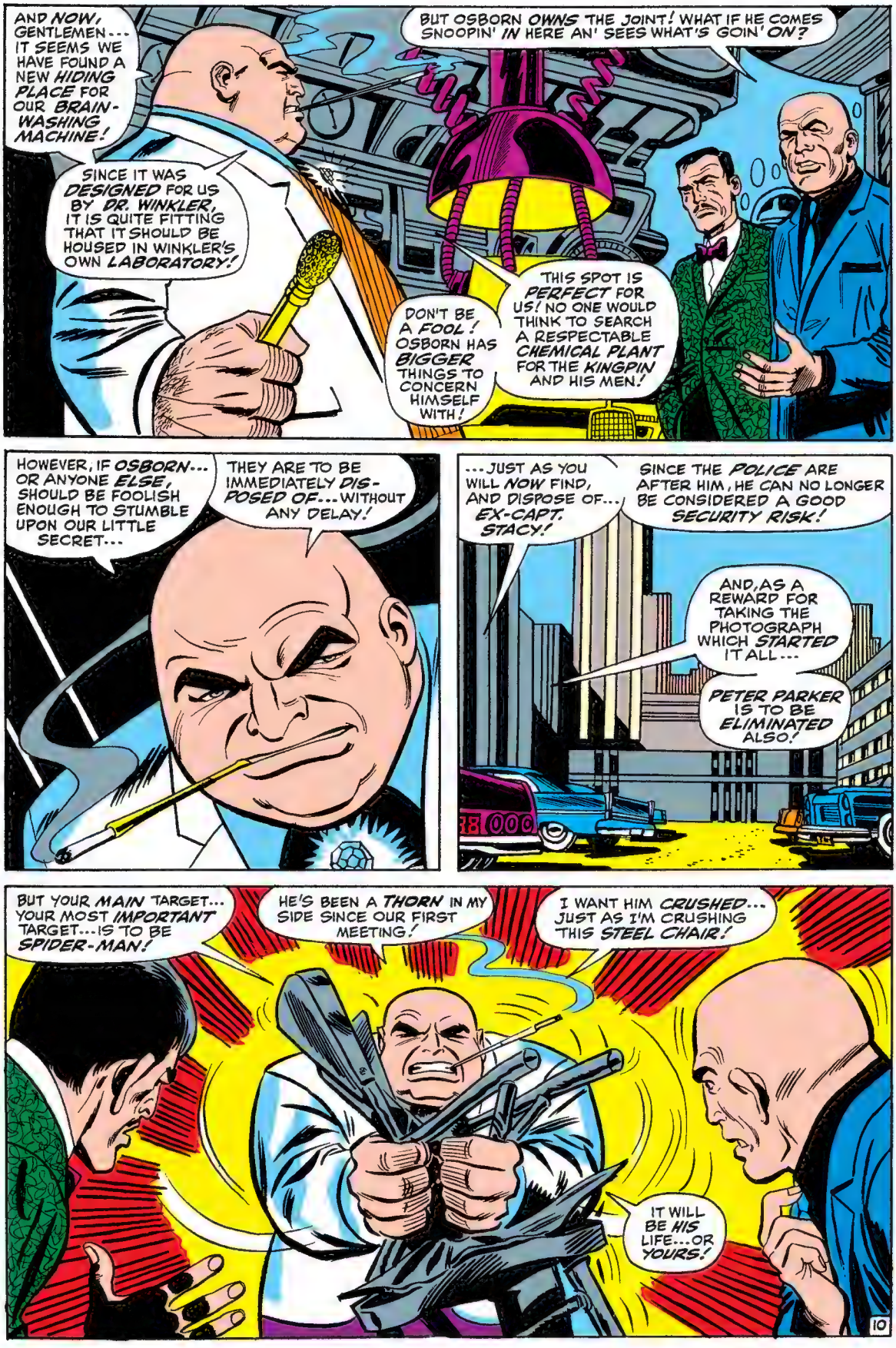
TTAK!
I WAS RIGHT! THEY ARE AFTER GWEN'S DAD!
STACY AIN'T HERE!
LET'S GIT WHILE WE CAN!
NOT TILL I POLISH OFF THAT WALL-CRAWLIN' FREAK!
SMILE WHEN YOU SAY THAT, TOUGH GUY!
OTHER-WISE YOU'LL SCARE ME OFF MY PERCH!
WHAT DO THEY CALL YOU---BUTTER-FINGERS?
=UNHHH!=
GET 'IM! BLAST 'IM OFF THAT CEILING BEFORE--- =ARHHH!=
NO NEED TO WASTE THOSE NOISY BULLETS, BIG MOUTH!
YOU WANT ME? YOU GOT ME!
Y'KNOW SOMETHING, SWEETIE?
I WAS KINDA HOPING YOU'D TRY THAT!
FTAK!
AND NOW I'LL TELL YOU WHY--!
5


...'CAUSE IT GIVES ME AN EXCUSE TO TEAR INTO YOU JUST A LITTLE BIT LONGER...
...AND A LITTLE BIT HARDER, YOU CREEPS!
DON'T... JUST STAND THERE... YOU GUYS!
GET 'IM!
LEAVE 'IM TO ME, BLACKIE...
I'LL MAKE MINCEMEAT OUTTA THE BUM!
AWWW, WHAT A SHAME! THEY CHANGED THE RULES AND NEVER EVEN TOLD YOU...
THE WAY WE PLAY IT NOW, THE FELLA WHO TALKS THE TOUGHEST DOESN'T ALWAYS WIN!
VER-RY FUNNY!
REALLY?
THEN WHY DON'T YOU LAUGH?
EVEN A MUFFLED LITTLE CHORTLE WOULD DO!
BYONK
6


OKAY, CHARLIE---WE'VE GOTTA STOP SOME-TIME!
THHANNG
SPANG!
WE DON'T WANNA MAKE A FEDERAL CASE OUT OF THIS!
HEY, HOLD IT!
I DIDN'T MEAN YOU WERE OFF THE HOOK YET!
I WANT SOME QUESTIONS ANSWERED...
AND GUESS WHO'S GONNA ANSWER THEM FOR ME!
BUT, A FEW SECONDS LATER...
IT'S NO USE!
THE KINGPIN DIDN'T TAKE ANY CHANCES!
YOU'VE BEEN BRAINWASHED, TOO!
YOU'RE NO GOOD TO ME!
BUT NOW LET'S TURN OUR ATTENTION TO SOMEONE WHOM NOBODY COULD EVER SAY THAT ABOUT...
HI, HARRY-O! WHAT'S GROOVIN', GOOD GUY?
MARY JANE! BUT, WHY SO CHEERFUL?
WHY NOT, DAD?
THERE ARE MORE THAN TWO BILLION PEOPLE ALIVE TODAY!
---AND HALF OF THEM ARE... MMMMALES!
7


THEN...YOU HAVEN'T HEARD?
SOME PISTOL-PACKIN' HOODS HAVE BEEN LOOKING FOR POOR PETER!
YOU'RE PUTTING ME ON!!
AND GWEN'S DAD IS WANTED BY THE POLICE!
IT'S FOR REAL, MJ!
PETE'S BEEN CUTTING CLASSES... AND NO ONE KNOWS WHERE GWEN OR HER DAD LIT OUT TO!
WELL, DON'T LOSE YOUR COOL, TIGER! THEY'LL TURN UP AGAIN!
NOW, HOW ABOUT A LIFT?
I WANNA PICK UP MY PAY CHECK AT THE GLOOM ROOM A-GO-GO!
BUT, UPON REACHING THE SITE...
IT DOESN'T MAKE SENSE!
WHY WOULD THEY GO OUT OF BUSINESS SO SUDDENLY?
THEY WERE PACKING THEM IN EVERY NIGHT!
I'M NOT CRYING A RIVER OVER THEM, MAN...
BUT HOW DO I LATCH ONTO THE MONEY THEY OWE ME FOR DANCING MY LITTLE TOESIES OFF IN THERE?
CLOSED
CLOSED
AND IF YOU SAY "THAT'S SHOW BIZ", I'LL SOAK YOU WITH A SOGGY NOODLE!
N33
LIKE THIS IS TRAGEDYVILLE!
OR MAYBE IT'S JUST A GAG!
YOUR GUESS IS AS GOOD AS MINE, LADY!
I'VE GOT TO VISIT MY DAD, NOW... WAN'T ME TO DROP YOU OFF ANY-WHERE?
LET'S TRY THE WAILING WALL, FOR STARTERS!
AND, SPEAKING OF HARRY'S FATHER...
YES, THIS IS NORMAN OSBORN...
WHAT'S THAT? I'M NEEDED IN THE RESEARCH LAB?
I'LL BE RIGHT THERE!
TONIGHT CHANNEL 23 THE LEGEND OF THE GREEN GOBLIN
9 P.M. EASTERN STANDARD TIME
ANOTHER HUMAN INTEREST DOCUMENTARY FROM
THE GREEN GOBLIN!
WHY DOES HIS PICTURE DISTURB ME SO?
8

EVERY TIME I HEAR THAT NAME, IT SENDS SHIVERS UP MY SPINE!
YOU SAY SOME NEW EQUIPMENT ARRIVED IN THE LAB...WITHOUT MY AUTHORIZATION?
ALL RIGHT! ALL RIGHT! JUST SIT TIGHT UNTIL I GET THERE!
NOW WHAT IN BLAZES CAN BE GOING ON?!!
WINKLER! IS THAT YOU?
THE SHIPPING DEPARTMENT TELLS ME YOU ORDERED EXPENSIVE NEW ELECTRONIC EQUIPMENT WITHOUT MY SAY-SO!
EH, YES... I'M AFRAID I DID, MR. OSBORN!
CONFOUND IT, MAN!
YOU WORKED HERE LONG ENOUGH TO KNOW THE RULES!
THERE'S TO BE NO EQUIPMENT DELIVERED UNLESS THE ORDER HAS MY SIGNATURE!
BUT, YOU WERE OUT OF TOWN, MR. OSBORN --- AND WE NEEDED THE MATERIAL!
I PERSONALLY DOUBLE-CHECKED THE ENTIRE SHIPMENT!
ALL RIGHT, WINKLER... I'LL LET IT GO THIS TIME!
BUT, IN THE FUTURE, I WANT MY RULES OBEYED---AND THAT MEANS BY EVERYONE!
I KNOW WHAT A BRILLIANT RESEARCH MAN YOU ARE...BUT THERE'S ONLY ROOM HERE FOR ONE BOSS...UNDERSTAND?
OF COURSE, MR. OSBORN! IT WILL NOT HAPPEN AGAIN!
THEN WE'LL SAY NO MORE ABOUT IT!
HE'S GONE! I TOLD YOU WE COULD GET AWAY WITH IT!
IT WAS LUCKY FOR HIM THAT HE CHOSE TO BELIEVE YOU!


AND NOW, GENTLEMEN... IT SEEMS WE HAVE FOUND A NEW HIDING PLACE FOR OUR BRAIN-WASHING MACHINE!
SINCE IT WAS DESIGNED FOR US BY DR. WINKLER, IT IS QUITE FITTING THAT IT SHOULD BE HOUSED IN WINKLER'S OWN LABORATORY!
BUT OSBORN OWNS THE JOINT! WHAT IF HE COMES SNOOPIN' IN HERE AN' SEES WHAT'S GOIN' ON?
DON'T BE A FOOL! OSBORN HAS BIGGER THINGS TO CONCERN HIMSELF WITH!
THIS SPOT IS PERFECT FOR US! NO ONE WOULD THINK TO SEARCH A RESPECTABLE CHEMICAL PLANT FOR THE KINGPIN AND HIS MEN!
HOWEVER, IF OSBORN... OR ANYONE ELSE, SHOULD BE FOOLISH ENOUGH TO STUMBLE UPON OUR LITTLE SECRET...
THEY ARE TO BE IMMEDIATELY DISPOSED OF... WITHOUT ANY DELAY!
...JUST AS YOU WILL NOW FIND, AND DISPOSE OF... EX-CAPT. STACY!
SINCE THE POLICE ARE AFTER HIM, HE CAN NO LONGER BE CONSIDERED A GOOD SECURITY RISK!
AND, AS A REWARD FOR TAKING THE PHOTOGRAPH WHICH STARTED IT ALL...
PETER PARKER IS TO BE ELIMINATED ALSO!
BUT YOUR MAIN TARGET... YOUR MOST IMPORTANT TARGET... IS TO BE SPIDER-MAN!
HE'S BEEN A THORN IN MY SIDE SINCE OUR FIRST MEETING!
I WANT HIM CRUSHED... JUST AS I'M CRUSHING THIS STEEL CHAIR!
IT WILL BE HIS LIFE... OR YOURS!

WHAT IS THAT STUPID-LOOKING GADGET YOU'RE HOLDING, WINKLER?
IT'S AN ELECTRONIC TRACER I DEVISED!
IT'LL HOME IN ON ANYONE WHO'S BEEN BRAINWASHED BY REGISTERING THEIR ENCEPHALIC VIBRATIONS...
ALL RIGHT! ALL RIGHT! SPARE ME YOUR TECHNICAL GIBBERISH!
YOU NOW HAVE A TRACER...SO USE IT!
ONCE STACY IS OUR PRISONER AGAIN, IT WON'T BE LONG BEFORE SPIDER-MAN APPEARS, ATTEMPTING TO RESCUE HIM!
THIS TIME WE'LL GET 'IM, BOSS!
CORRECTION! THIS TIME THE KINGPIN WILL GET HIM!
I NEVER SEEM TO SEE THE SAME FACES TWICE!
IN A PLANT AS LARGE AS THIS, I'LL BET EVEN DAD DOESN'T KNOW ALL HIS EMPLOYEES!
WISH I COULD BE MORE OF A HELP TO DAD!
IF ONLY I WASN'T SUCH A BONE-HEAD WHEN IT COMES TO SCIENCE!
IF I ONLY HAD HALF THE SAVVY OF PETER PARK... DAD!!
HE DIDN'T EVEN LOOK UP WHEN I OPENED THE DOOR!
IS ANYTHING WRONG, SIR?
HUH? OH, HARRY! COME IN, SON... COME IN!
I'M JUST... NOT QUITE MYSELF TODAY!
IT STARTED WHEN I SAW THE NAME GREEN GOBLIN IN THE PAPER!
I DON'T SEEM ABLE TO GET HIM OUT OF MY MIND NOW!
I NEVER DID UNDERSTAND HOW YOU HELPED TO DESTROY HIM, DAD!
THAT'S THE TROUBLE, SON...
I CAN'T REMEMBER!
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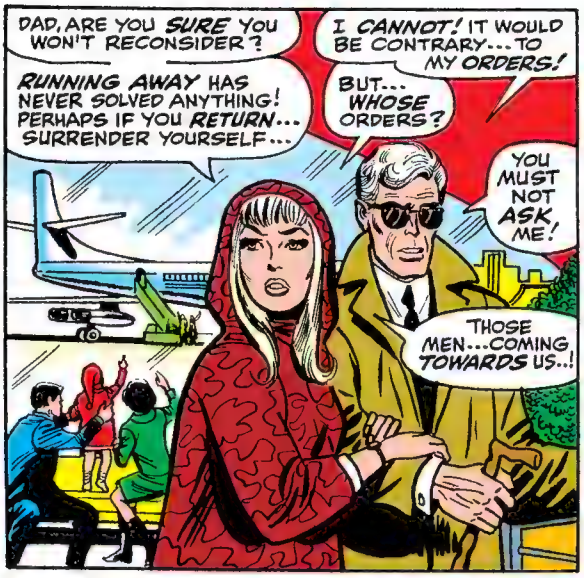
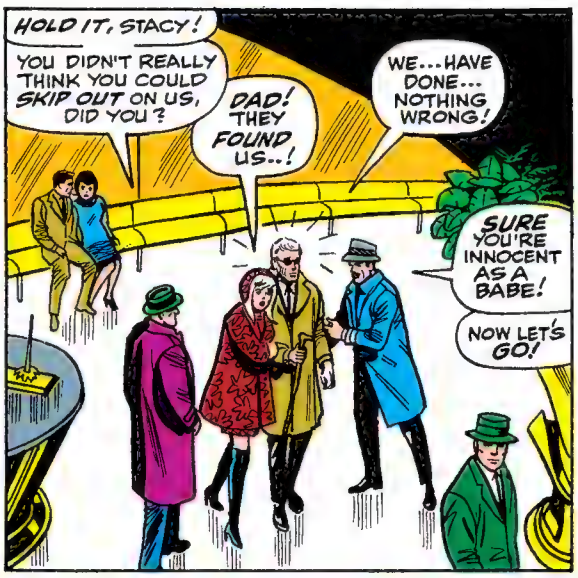
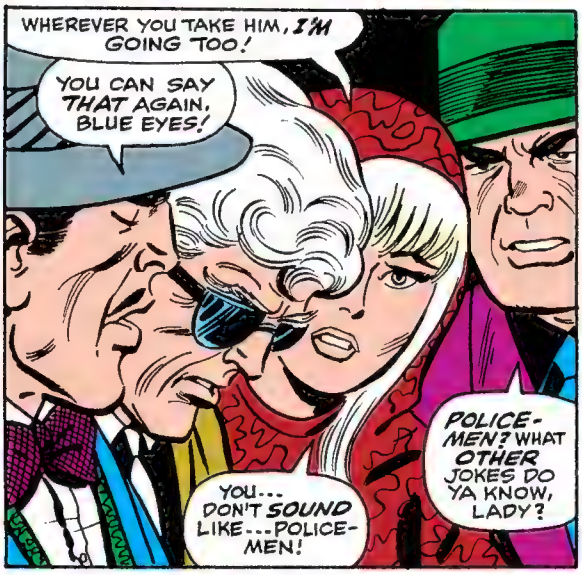
MY MEMORY OF THAT EVENT IS ALMOST A TOTAL BLUR!
I KNOW THERE WAS A FIRE WHICH STARTED DURING SPIDER-MAN'S BATTLE WITH THE GOBLIN!
---THE BATTLE IN WHICH THE GREEN GOBLIN LOST HIS LIFE!
WHEN I AWOKE IN THE HOSPITAL I WAS TOLD THAT THE MASKED WEBSLINGER CREDITED ME WITH HELPING HIM TO BEAT THE GOBLIN...
*DON'T TAKE OUR WORD FOR IT...CHECK IT OUT IN SPIDEY #40! --- SQUARE-DEAL STAN.
BUT, I CAN'T REMEMBER! I CAN'T REMEMBER ANY OF IT!
DON'T WORRY, DAD! IT'LL COME BACK TO YOU SOME DAY... I'M SURE IT WILL!*
MEANWHILE, BACK AT PETEY'S PAD...
THAT SHOULD DO IT!
IF HE TRIES TO STOP ME WITH GAS AGAIN...
---THE KINGPIN WILL BE IN FOR A LITTLE SURPRISE!
THIS IS ONE TIME OL' SPIDEY ISN'T TAKING ANY CHANCES!
*BUT, LET'S HOPE THE UNSUSPECTING HARRY IS WRONG! THINK HOW COMPLICATED THINGS WOULD BECOME IF NORMAN OSBORN EVER REMEMBERED THAT IT WAS HE HIMSELF WHO HAD BEEN--THE GOBLIN! ...SCARE-MONGER STAN.
MY MAKESHIFT LITTLE GAS MASK SHOULD FILTER OUT JUST ENOUGH FUMES TO DO THE TRICK!
AND EVEN IF I WON'T NEED IT, IT'S LIGHT ENOUGH NOT TO BOTHER ME!
...IF I DON'T HAVE TO WEAR IT TOO LONG!
AND NOW, MY FIRST JOB IS TO FIND GWEN AND HER DAD!
...BEFORE THE KINGPIN DOES!

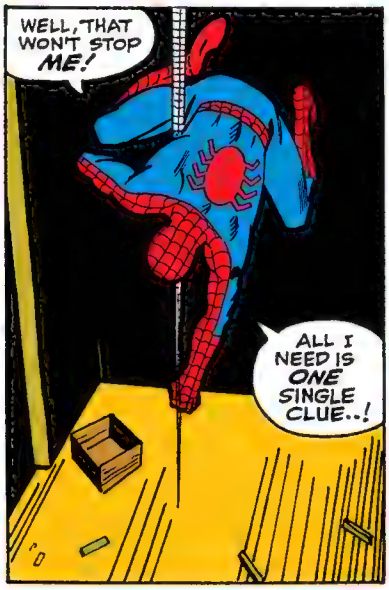
THE ONLY PROBLEM IS...
WHERE DO I LOOK?
MAYBE THE DAILY BUGLE HAS HAD SOME REPORTS...
SO I'LL START WITH JOLLY JONAH!
HI, CHUCKLES! ANY NEWS ABOUT CAPT. STACY?
SPIDER-MAN!
WHAT ARE YOU DOING HERE??
JUST HANGIN' AROUND!
DON'T GET CUTE WITH ME, YOU WALL-CRAWLING CREEP!
I KNOW YOU AND STACY ARE IN CAHOOTS!
IS THAT ANYWHERE NEAR HOBOKEN?
MIGHT AS WELL CUT OUT...
HE'S NOT ABOUT TO TELL ME ANYTHING!
BREAK YOUR NECK, YOU BUM!
I LIKE YOU TOO, CHARLIE!
NOW WHAT?
IF ONLY I HAD A CLUE... A LEAD... ANYTHING!
PERHAPS IF I HEAD FOR THE GLOOM ROOM...
BUT, EVEN AS SPIDEY SWINGS TOWARD THE ILL-FATED DISCOTHEQUE...
LOOK! WINKLER'S GIZMO WORKED!
THERE THEY ARE!
THEN WHAT'RE WE WAITIN' FOR?
13.

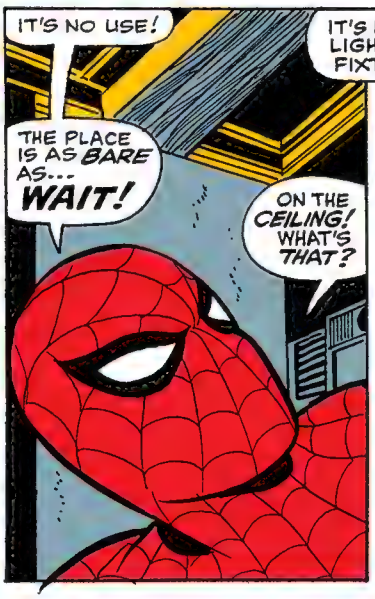

DAD, ARE YOU SURE YOU WON'T RECONSIDER?
RUNNING AWAY HAS NEVER SOLVED ANYTHING! PERHAPS IF YOU RETURN... SURRENDER YOURSELF...
I CANNOT! IT WOULD BE CONTRARY... TO MY ORDERS!
BUT... WHOSE ORDERS?
YOU MUST NOT ASK ME!
THOSE MEN... COMING TOWARDS US..!


HOLD IT, STACY!
YOU DIDN'T REALLY THINK YOU COULD SKIP OUT ON US, DID YOU?
DAD! THEY FOUND US..!
WE... HAVE DONE... NOTHING WRONG!
SURE YOU'RE INNOCENT AS A BABE!
NOW LET'S GO!

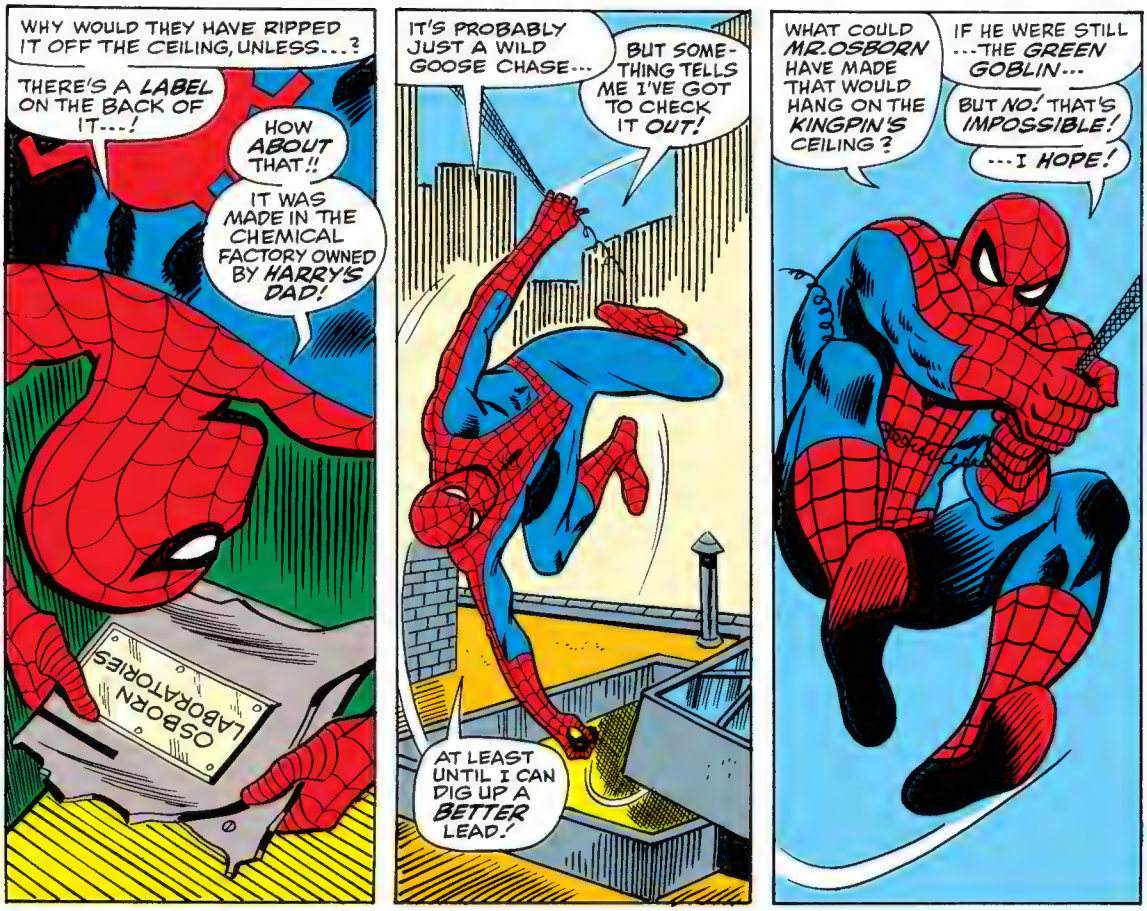

WHEREVER YOU TAKE HIM, I'M GOING TOO!
YOU CAN SAY THAT AGAIN, BLUE EYES!
POLICE-MEN? WHAT OTHER JOKES DO YA KNOW, LADY?
YOU... DON'T SOUND LIKE... POLICE-MEN!

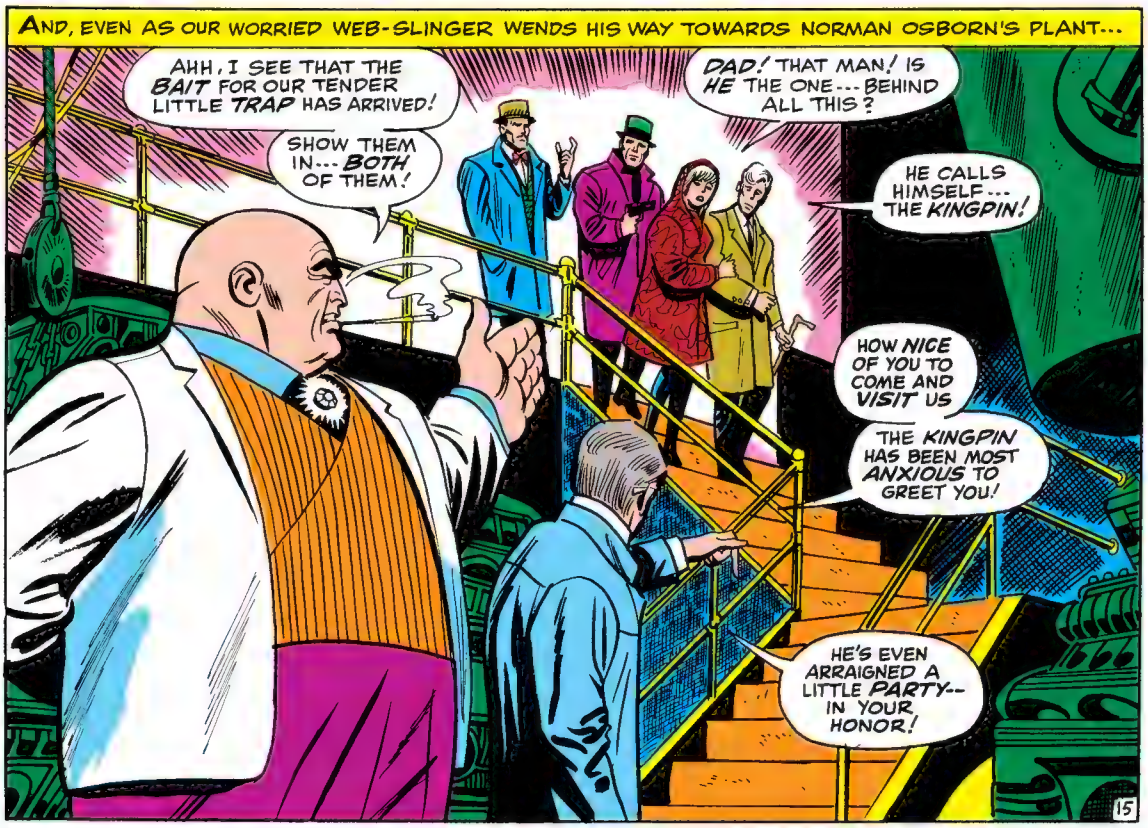
MEANWHILE...
THERE IT IS!
BUT, IT'S LOCKED UP... TIGHT AS A DRUM!

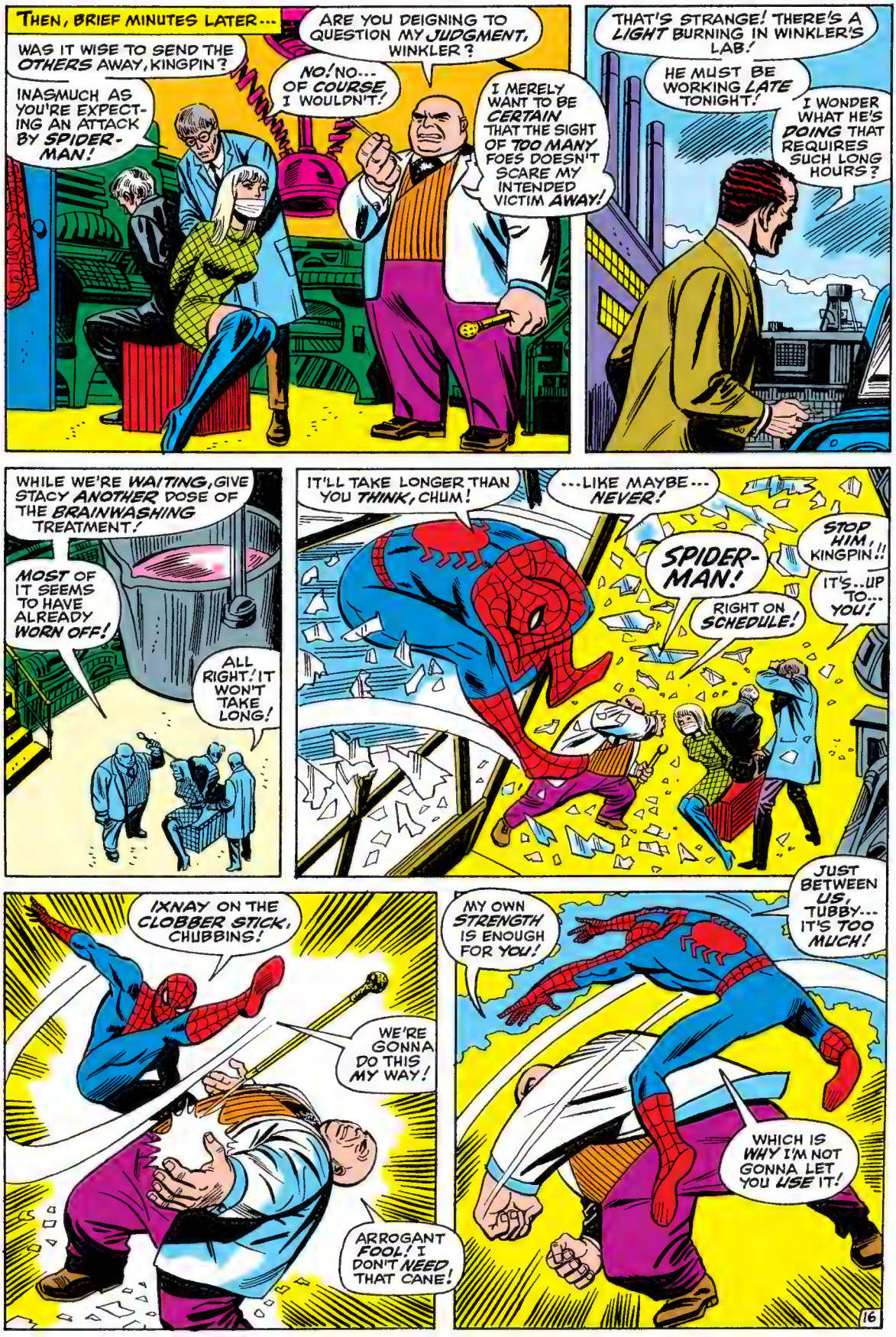

WELL, THAT WON'T STOP ME!
ALL I NEED IS ONE SINGLE CLUE..!


IT'S NO USE!
THE PLACE IS AS BARE AS... WAIT!
ON THE CEILING! WHAT'S THAT?

IT'S NOT A LIGHTING FIXTURE!
BUT IT WAS SOME SORT OF ELECTRONIC DEVICE!


WHY WOULD THEY HAVE RIPPED IT OFF THE CEILING, UNLESS...?
THERE'S A LABEL ON THE BACK OF IT...!
HOW ABOUT THAT!!
IT WAS MADE IN THE CHEMICAL FACTORY OWNED BY HARRY'S DAD!
OSBORN LABORATORIES
IT'S PROBABLY JUST A WILD GOOSE CHASE...
BUT SOMETHING TELLS ME I'VE GOT TO CHECK IT OUT!
AT LEAST UNTIL I CAN DIG UP A BETTER LEAD!
WHAT COULD MR. OSBORN HAVE MADE THAT WOULD HANG ON THE KINGPIN'S CEILING?
IF HE WERE STILL ...THE GREEN GOBLIN...
BUT NO! THAT'S IMPOSSIBLE!
...I HOPE!


AND, EVEN AS OUR WORRIED WEB-SLINGER WENDS HIS WAY TOWARDS NORMAN OSBORN'S PLANT...
AHH, I SEE THAT THE BAIT FOR OUR TENDER LITTLE TRAP HAS ARRIVED!
SHOW THEM IN... BOTH OF THEM!
DAD! THAT MAN! IS HE THE ONE... BEHIND ALL THIS?
HE CALLS HIMSELF... THE KINGPIN!
HOW NICE OF YOU TO COME AND VISIT US
THE KINGPIN HAS BEEN MOST ANXIOUS TO GREET YOU!
HE'S EVEN ARRAIGNED A LITTLE PARTY-- IN YOUR HONOR!


THEN, BRIEF MINUTES LATER...
WAS IT WISE TO SEND THE OTHERS AWAY, KINGPIN?
INASMUCH AS YOU'RE EXPECTING AN ATTACK BY SPIDER-MAN!
ARE YOU DEIGNING TO QUESTION MY JUDGMENT, WINKLER?
NO! NO... OF COURSE I WOULDN'T!
I MERELY WANT TO BE CERTAIN THAT THE SIGHT OF TOO MANY FOES DOESN'T SCARE MY INTENDED VICTIM AWAY!
THAT'S STRANGE! THERE'S A LIGHT BURNING IN WINKLER'S LAB!
HE MUST BE WORKING LATE TONIGHT!
I WONDER WHAT HE'S DOING THAT REQUIRES SUCH LONG HOURS?
WHILE WE'RE WAITING, GIVE STACY ANOTHER DOSE OF THE BRAINWASHING TREATMENT!
MOST OF IT SEEMS TO HAVE ALREADY WORN OFF!
ALL RIGHT! IT WON'T TAKE LONG!
IT'LL TAKE LONGER THAN YOU THINK, CHUM!
...LIKE MAYBE... NEVER!
SPIDER-MAN!
STOP HIM, KINGPIN!!
IT'S..UP TO... YOU!
RIGHT ON SCHEDULE!
IXNAY ON THE CLOBBER STICK, CHUBBINS!
WE'RE GONNA DO THIS MY WAY!
ARROGANT FOOL! I DON'T NEED THAT CANE!
MY OWN STRENGTH IS ENOUGH FOR YOU!
JUST BETWEEN US, TUBBY... IT'S TOO MUCH!
WHICH IS WHY I'M NOT GONNA LET YOU USE IT!
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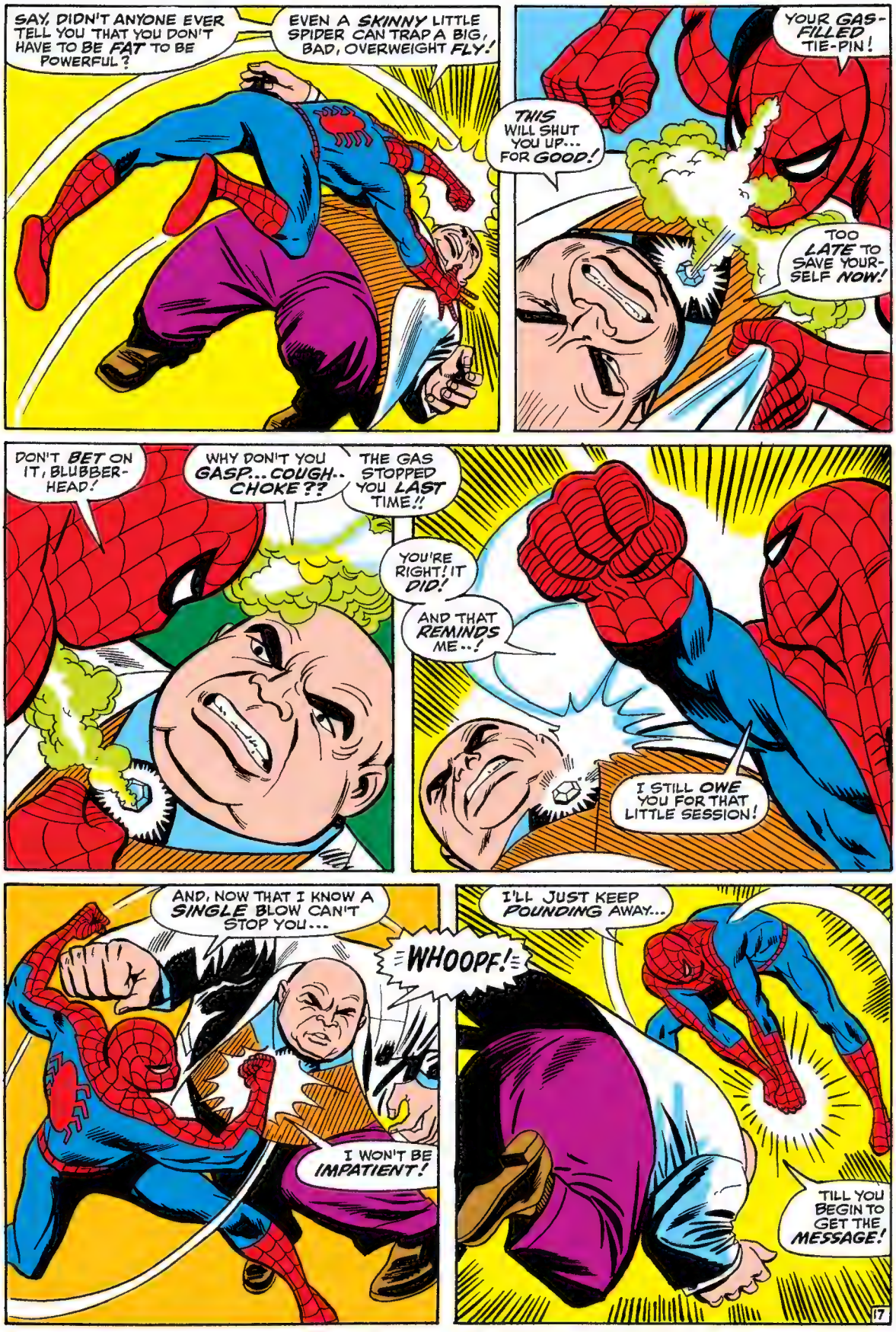
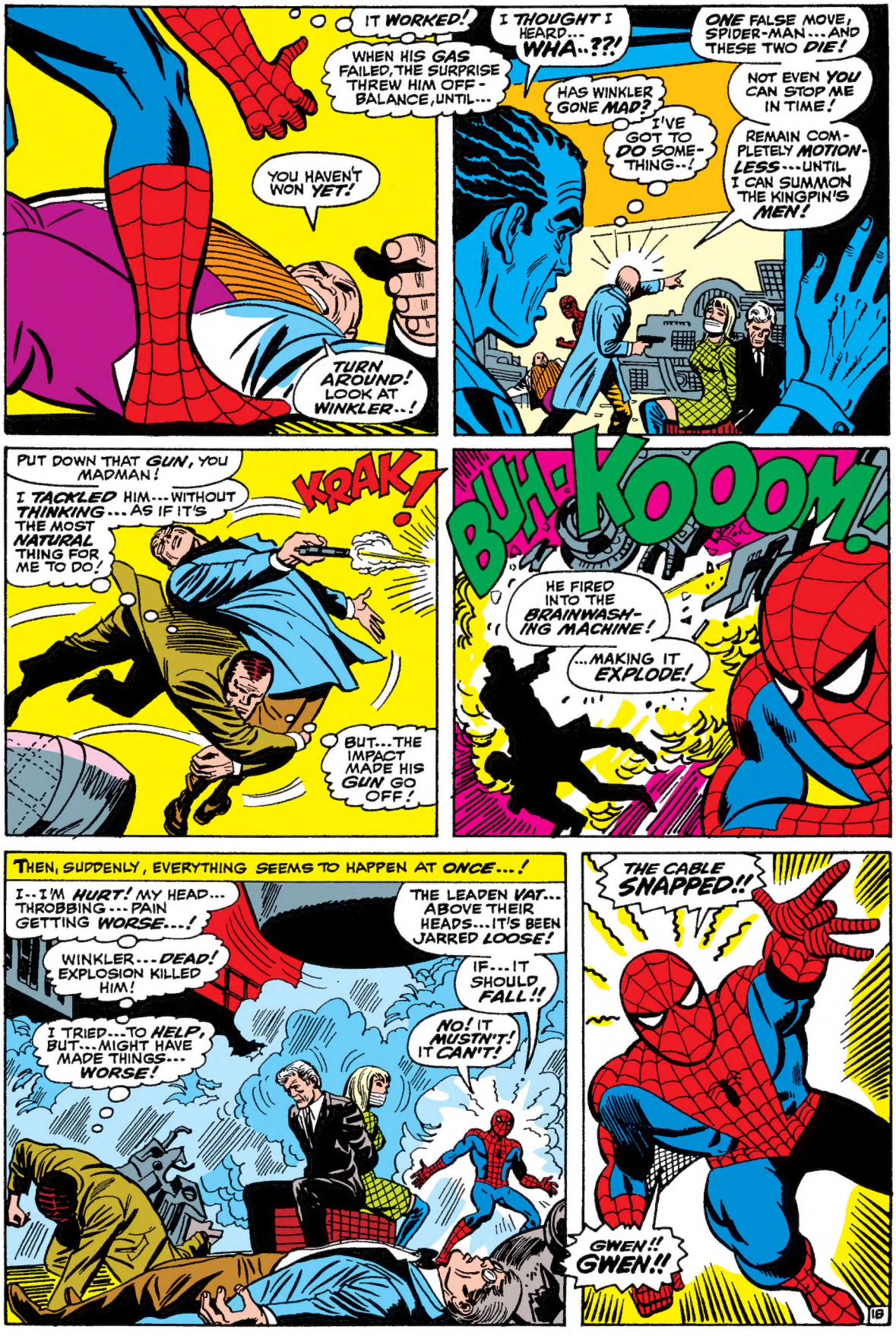
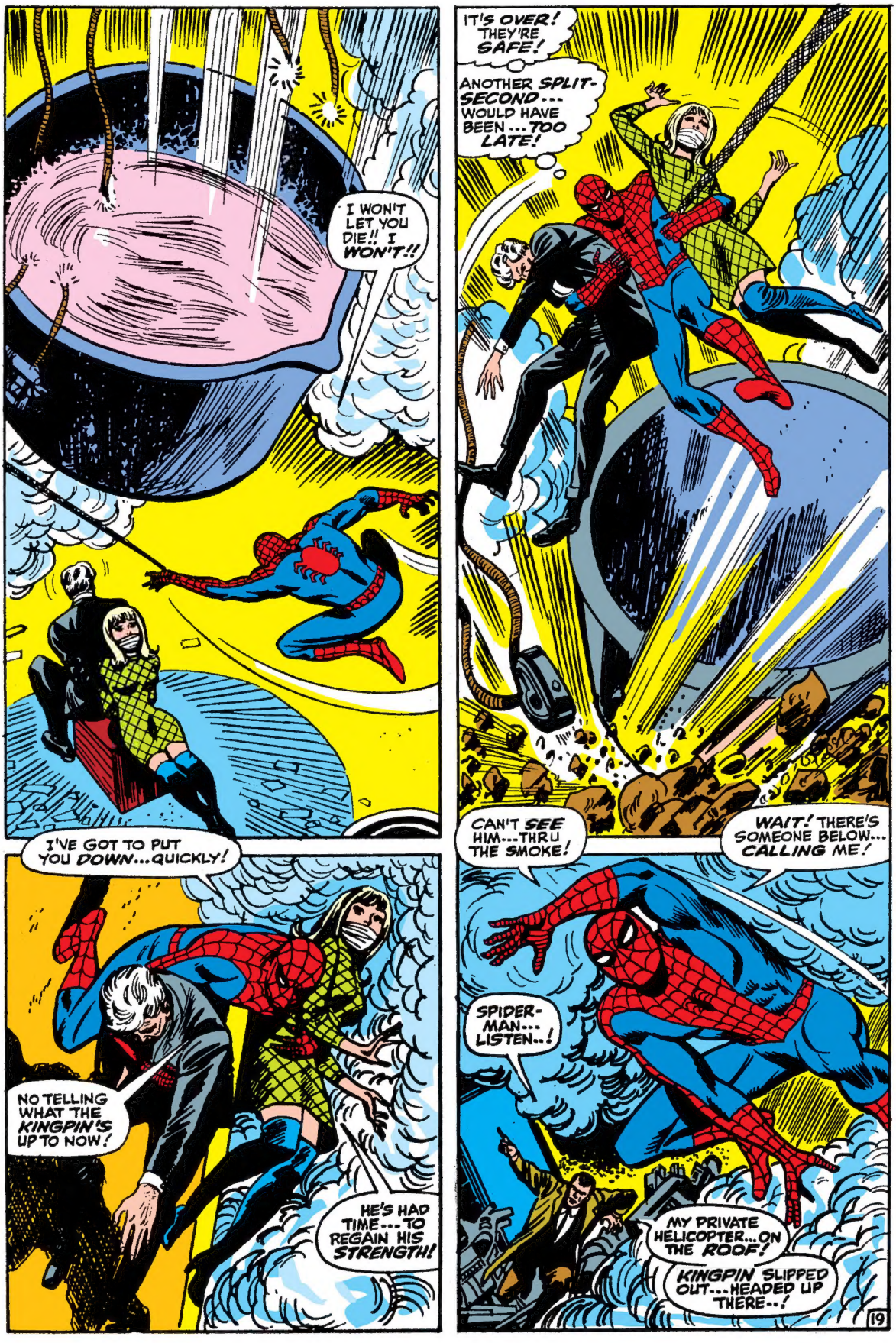
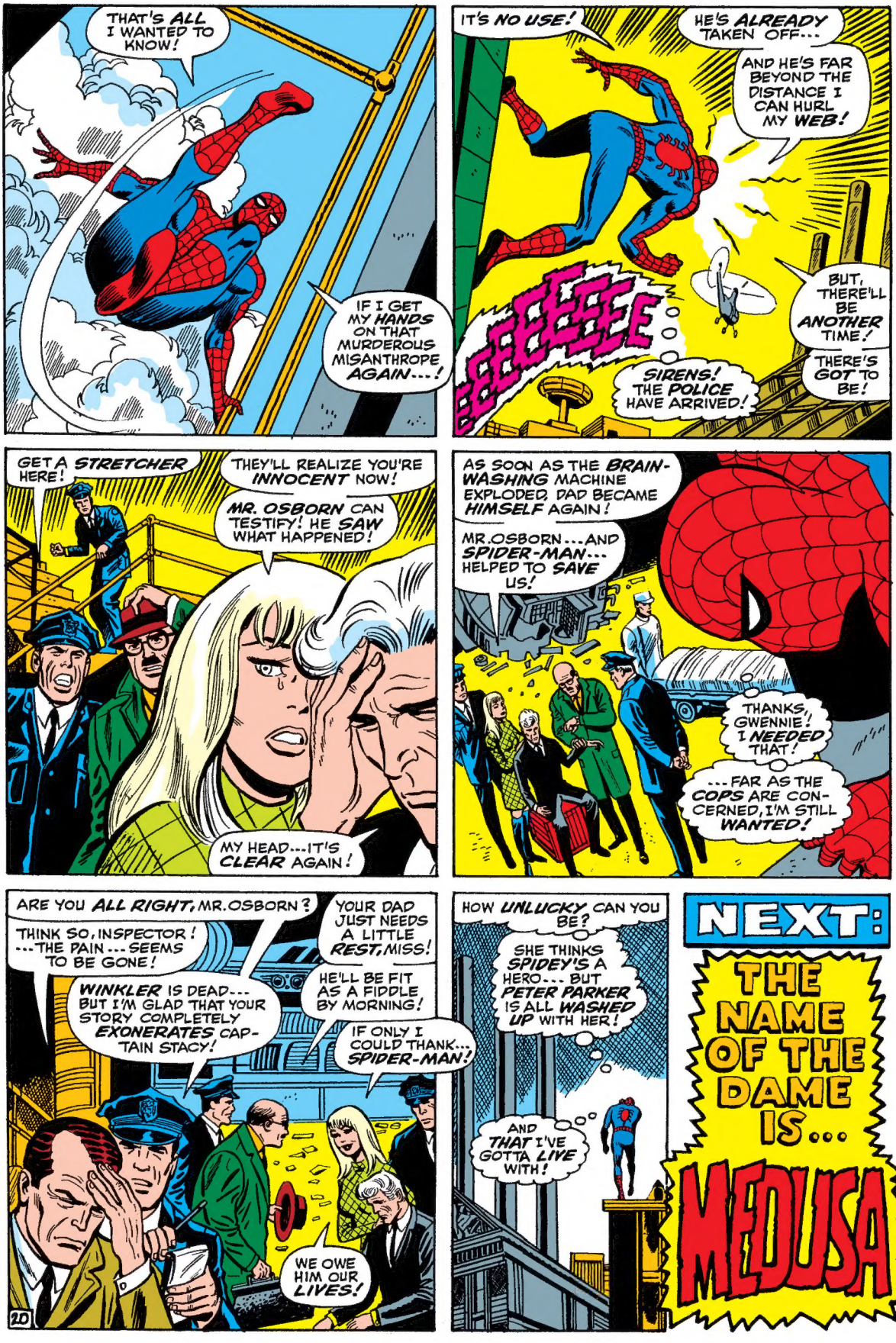

SAY, DIDN'T ANYONE EVER TELL YOU THAT YOU DON'T HAVE TO BE FAT TO BE POWERFUL?
EVEN A SKINNY LITTLE SPIDER CAN TRAP A BIG, BAD, OVERWEIGHT FLY!
YOUR GAS-FILLED TIE-PIN!
THIS WILL SHUT YOU UP... FOR GOOD!
TOO LATE TO SAVE YOURSELF NOW!
DON'T BET ON IT, BLUBBERHEAD!
WHY DON'T YOU GASP... COUGH.. CHOKE??
THE GAS STOPPED YOU LAST TIME!!
YOU'RE RIGHT! IT DID!
AND THAT REMINDS ME..!
I STILL OWE YOU FOR THAT LITTLE SESSION!
AND, NOW THAT I KNOW A SINGLE BLOW CAN'T STOP YOU...
WHOOPF!
I WON'T BE IMPATIENT!
I'LL JUST KEEP POUNDING AWAY...
TILL YOU BEGIN TO GET THE MESSAGE!


IT WORKED!
WHEN HIS GAS FAILED, THE SURPRISE THREW HIM OFF-BALANCE, UNTIL---
YOU HAVEN'T WON YET!
TURN AROUND! LOOK AT WINKLER--!
I THOUGHT I HEARD--- WHA..??!
HAS WINKLER GONE MAD?
I'VE GOT TO DO SOMETHING--!
ONE FALSE MOVE, SPIDER-MAN--- AND THESE TWO DIE!
NOT EVEN YOU CAN STOP ME IN TIME!
REMAIN COMPLETELY MOTIONLESS---UNTIL I CAN SUMMON THE KINGPIN'S MEN!
PUT DOWN THAT GUN, YOU MADMAN!
I TACKLED HIM---WITHOUT THINKING--- AS IF IT'S THE MOST NATURAL THING FOR ME TO DO!
KRAK!
BUT---THE IMPACT MADE HIS GUN GO OFF!
BUH-KOOOM!
HE FIRED INTO THE BRAINWASHING MACHINE!
...MAKING IT EXPLODE!
THEN, SUDDENLY, EVERYTHING SEEMS TO HAPPEN AT ONCE...!
I--I'M HURT! MY HEAD--- THROBBING--- PAIN GETTING WORSE...!
WINKLER---DEAD! EXPLOSION KILLED HIM!
I TRIED---TO HELP, BUT---MIGHT HAVE MADE THINGS--- WORSE!
THE LEADEN VAT--- ABOVE THEIR HEADS---IT'S BEEN JARRED LOOSE!
IF---IT SHOULD FALL!!
NO! IT MUSTN'T! IT CAN'T!
THE CABLE SNAPPED!!
GWEN!! GWEN!!
19


I WON'T LET YOU DIE!! I WON'T!!
IT'S OVER! THEY'RE SAFE!
ANOTHER SPLIT-SECOND... WOULD HAVE BEEN... TOO LATE!
I'VE GOT TO PUT YOU DOWN... QUICKLY!
NO TELLING WHAT THE KINGPIN'S UP TO NOW!
HE'S HAD TIME... TO REGAIN HIS STRENGTH!
CAN'T SEE HIM... THRU THE SMOKE!
WAIT! THERE'S SOMEONE BELOW... CALLING ME!
SPIDER-MAN... LISTEN..!
MY PRIVATE HELICOPTER... ON THE ROOF!
KINGPIN SLIPPED OUT... HEADED UP THERE..!
19


THAT'S ALL I WANTED TO KNOW!
IF I GET MY HANDS ON THAT MURDEROUS MISANTHROPE AGAIN...!
IT'S NO USE!
HE'S ALREADY TAKEN OFF...
AND HE'S FAR BEYOND THE DISTANCE I CAN HURL MY WEB!
EEEEEE
BUT, THERE'LL BE ANOTHER TIME!
THERE'S GOT TO BE!
SIRENS! THE POLICE HAVE ARRIVED!
GET A STRETCHER HERE!
THEY'LL REALIZE YOU'RE INNOCENT NOW!
MR. OSBORN CAN TESTIFY! HE SAW WHAT HAPPENED!
MY HEAD...IT'S CLEAR AGAIN!
AS SOON AS THE BRAIN-WASHING MACHINE EXPLODED, DAD BECAME HIMSELF AGAIN!
MR. OSBORN...AND SPIDER-MAN... HELPED TO SAVE US!
THANKS, GWENNIE! I NEEDED THAT!
...FAR AS THE COPS ARE CONCERNED, I'M STILL WANTED!
ARE YOU ALL RIGHT, MR. OSBORN?
THINK SO, INSPECTOR! ...THE PAIN ... SEEMS TO BE GONE!
WINKLER IS DEAD... BUT I'M GLAD THAT YOUR STORY COMPLETELY EXONERATES CAPTAIN STACY!
YOUR DAD JUST NEEDS A LITTLE REST, MISS!
HE'LL BE FIT AS A FIDDLE BY MORNING!
IF ONLY I COULD THANK... SPIDER-MAN!
WE OWE HIM OUR LIVES!
HOW UNLUCKY CAN YOU BE?
SHE THINKS SPIDEY'S A HERO... BUT PETER PARKER IS ALL WASHED UP WITH HER!
AND THAT I'VE GOTTA LIVE WITH!
NEXT:
THE NAME OF THE DAME IS...
MEDUSA
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